



**DECO-MICA LIMITED**

**31st**

**Annual Report**

**2019-2020**



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**ANNUAL REPORT  
2019-2020**

<b>BOARD OF DIRECTORS</b>	: Mr. Vijaybhai D. Agarwal Mr. Vishal V. Agarwal Mr. Vikas V. Agarwal Mr. Harish D. Joshi Mr. Gunjan Y. Pandya Miss Nupur B. Modi	Chairman Director Director Independent Director Independent Director Independent Director
<b>CHIEF FINANCIAL OFFICER</b>	: Mr. Vishal V. Agarwal	
<b>COMPANY SECRETARY</b>	: Miss Siddhi Shah	
<b>BANKERS</b>	: HDFC Bank Limited	
<b>STATUTORY AUDITOR</b>	: M/s Samir M. Shah & Associates Heaven8, Western Park Society, Near Inductotherm Factory, Bopal, Ahmedabad - 380058	
<b>REGISTERED OFFICE</b>	: 306, 3rd Floor, Iscon Mall, Star Bazaar Building, Jodhpur Cross Road, Satellite, Ahmedabad -380015	
<b>FACTORY &amp; ADMISTRATIVE OFFICE</b>	: Plot No. 1195, Rajpur Village, Chatral Mehsana Highway, Kadi (Taluka), Mehsana - 382715	
<b>CIN</b>	: L20299GJ1988PLC010807	
<b>WEBSITE</b>	: <a href="http://www.decomicaltd.com">www.decomicaltd.com</a>	
<b>E-MAIL ID</b>	: <a href="mailto:cs@heritagesurfaces.com">cs@heritagesurfaces.com</a>	
<b>REGISTRAR AND SHARE TRANSFER AGENTS</b>	: MCS Share Transfer Agent Limited 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Rd, Shreyas Colony, Ahmedabad, Gujarat 380009 Email Id: <a href="mailto:mcsstaahmd@gmail.com">mcsstaahmd@gmail.com</a>	

## NOTICE

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of The **DECO MICA LIMITED** (CIN: L20299GJ1988PLC010807) has been cancelled and the cancelled meeting is scheduled to be held on the Tuesday, 29<sup>th</sup> December, 2020 at 11:00 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESSSES

To consider and, if thought fit, to pass, the following resolutions as an **Ordinary Resolutions**:

#### Ordinary Resolutions:

1. **To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March, 31, 2020**

“**RESLOVED THAT** audited Financial Statements of the Company for the financial year ended March 31, 2020 including Balance Sheet as on March, 31, 2020, Statements of Profit and Loss for the year ended and Cash Flow Statements for the year ended on that date along with Independent Auditor’s Report thereon and Directors’ Report of the Company be and are hereby received, considered, approved and adopted.”

2. **To appoint a Director in place Mr. Vijaybhai Dindayal Agarwal (DIN: 01869337) who retires by rotation and being eligible, offers himself for re-appointment.**

“**RESLOVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Vijaybhai Dindayal Agarwal DIN: 01869337), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. **To Consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolutions:-**

**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re- enactment thereof, for the time being in force), consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of Shareholders in General Meeting, to appoint Mr. Samir M. Shah & Associates (FRN.: 122377W) Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting (after commencement of the Companies Act 2013), subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### SPECIAL BUSINESSSES

To consider and, if thought fit, to pass, the following resolutions as an **Special Resolutions**:

#### Special Resolutions :-

4. **To re-appointment of Mr. Vijaybhai D. Agarwal as a Managing Director of the Company**

To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution :

“**RESLOVED THAT** pursuant to Section 196, 197 and 203 read with rules made thereunder and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and any amendment or re-enactment thereof for the time being and subject to such other approvals as may be necessary and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the re – appointment of Mr. Vijaybhai Dindayal Agarwal, (DIN: 01869337) as a Managing Director of the Company for term of 5 years with effect from 01<sup>st</sup> October, 2020 to 29<sup>th</sup> September, 2025 and he shall not be liable to retire by rotation.

“**RESLOVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to fix and pay the remuneration to Mr. Vijaybhai D. Agarwal for a term of 5 years with effect from 01<sup>st</sup> October, 2020 with the overall limit of Rs. 48,00,000 p.a.(Rupees Forty Eight lacs (gross) per annum including changing his designation or in the event of loss or inadequacy of profits in any year during his tenure the aforesaid remuneration and perquisites shall be minimum remuneration subject to the compliance of Schedule V of the Companies Act,2013.

“**RESLOVED FURTHER THAT** in addition to the aforesaid remuneration, Mr. Vijaybhai D. Agrawal shall be entitled to Contribution to provident fund and Leave and Travel Concession including encasement of leave as per the Company’s Policy and the same shall not be part of overall limit of of Rs. 48,00,000 p.a.(Rupees Forty Eight lacs) (gross)per annum or such minimum remuneration subject to the compliance of Schedule V of the Companies Act, 2013.

**“RESLOVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such further acts, deeds, things and execute all such documents, instruments and writings as may be required to take all such actions as may be required to give effect to the above said resolution.”

**RESLOVED FURTHER THAT** any Director and Mr. D.N. Motwani, Practicing Company Secretary be authorized to upload and certify Form MR-1 for the aforesaid appointment.

On being put to vote by show of hands the resolution was passed unanimously.

**5. To alter the memorandum of Association of Company as per Companies Act, 2013**

To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution :

**RESLOVED THAT** Pursuant to Section 13 of Companies Act, 2013 and other applicable provision, if any, New Set of Memorandum of Association as per the provisions of Companies Act, 2013 placed on the table be substituted with existing Memorandum of Association of the Company.

**RESLOVED FURTHER THAT** the draft copy of Memorandum of Associations as per Companies Act, 2013 placed before the meeting be and is hereby approved and authority be given to any Director of the Company and the Practicing Company Secretary to complete the relevant formality for the Registration of Memorandum of Association with the Registrar of Companies.

**6. To alter the Articles of Association of Company as per Companies Act, 2013**

To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution :

**RESLOVED THAT** Pursuant to Section 13 of Companies Act, 2013 and other applicable provision, if any, New Set of Articles of Association as per the provisions of Companies Act, 2013 placed on the table be substituted with existing Articles of Association of the Company.

**RESLOVED FURTHER THAT** the draft copy of Article of Associations as per Companies Act, 2013 placed before the meeting be and is hereby approved and authority be given to any Director of the Company and the Practicing Company Secretary to complete the relevant formality for the Registration of Articles of Association with the Registrar of Companies.

**Notes: -**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.decomicaltd.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice

is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Company has fixed Monday, 14<sup>th</sup> December, 2020 as the Cut-off date for determining the eligibility to vote in respect of items of business to be transacted at the 31<sup>st</sup> AGM.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> December, 2020 to Tuesday, 29<sup>th</sup> December, 2020 (both days inclusive).
10. The remote e-voting period begins on Monday, 21<sup>st</sup> December, 2020 at 9:00 A.M. and ends on Monday, 28<sup>th</sup> December, 2020 at 5:00 P.M. The E-Voting module shall be disabled by NSDL for Voting thereafter.

COMPANY'S EVSN NUMBER IS 115282.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Monday, 21st December, 2020 at 9:00 A.M. and ends on Monday, 28<sup>th</sup> December, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dnmotwanicsp@gmail.com](mailto:dnmotwanicsp@gmail.com) <Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@heritagesurfaces.com](mailto:cs@heritagesurfaces.com) .



In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@heritagesurfaces.com](mailto:cs@heritagesurfaces.com).

- Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

- Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id)..
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## EXPLANATORY STATEMENT

**Item No. 4**

The Board of Directors of the Company proposes to re-appoint Mr. Vijaybhai D. Agarwal as Managing Director of the Company.

Considering the contribution of Mr. Vijaybhai D. Agarwal as Managing Director, the Board of Directors recommends to re-appoint Mr. Vijaybhai D. Agarwal as a Whole Time Director designated as an Executive Director of the Company for a period of 5 years with effect from 01<sup>st</sup> October, 2020 to 29<sup>th</sup> September, 2025 with an overall limit of remuneration of Rs. 48,00,000 per annum which is in line with the recommendation of Nomination and Remuneration Committee.

As per the provisions of Section 196,197,203 read with rules made thereunder and Schedule V of the Companies Act,2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointment and payment of remuneration to the Executive Director requires member's approval in General Meeting.

Mr. Vijaybhai D. Agarwal has declared that he is not disqualified to be a Director of the Company and is not debarred from holding the office of Director by virtue of nay SEBI order or any other such authority.

Following Perquisites be payable to Managing Director exclusive of monthly salary as above.

**Category A**

- a) Reimbursement of Expenses: Incurred by the appointee on gas, electricity and water.
- b) Medical Reimbursement of Medical Expenses incurred in connection with the medical treatment of self and family members.
- c) Leave Travel Concession (LTC): Reimbursement of travelling expenses for self and family members twice in a block of four years with a facility to encash the LTC not availed in the said block.
- d) Club Fees: Membership Fees not more than two clubs. However, admission fees shall not be admissible.
- e) Insurance Premium : Insurance Premium for the personal accident for self and dependents not exceeding Rs. 20,000 P.A.

**Category B**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceilings on perquisites to the extent these either singly or put together are not taxable under Income Tax Act. Privileged Leave: As per the rules of the Company. Unclaimed Privileged Leave will be encashed at the time of separation.

Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

**Category C**

Provision of car for use on Company's Business and telephone at residence will not be considered as perquisites.

No Director, Key Managerial Personnel or their relatives, other than Mr. Vijaybhai D. Agarwal and his relatives are concerned or interested in this resolution.

The Resolution proposed under Part-2, Schedule 5 of Section 2 of the Companies Act, 2013 as the effective capital of the Company is less than Rs. 100 crore. The special resolution is proposed as per the requirement of the said provision the following requisite is permit :

The Company is engaged in manufacturing and exporting of Laminates. The Company is not having any Foreign Investment or Collaboration. Mr. Vijay D. Agarwal is associated with the Company since its incorporation and developed the Company at this level. His has vast experience more than 30 years . Therefore the remuneration of Rs. 4,00,000 is proposed is comparatively remuneration with the respect to the industry and the size of the Company except the position of the Managing Director.

The appointing has no pecuniary relationship with the Company. However, the Company, the relatives are having transactions in the Company as reported in the Balance Sheet. The Board therefore recommended the appointment of Mr. Vijay D. Agarwal as Managing Director of the Company for the period of 5 Years .

No of Director Mr. Vishal V. Agarwal or Mr. Vikas V. Agarwal are concerned/ interested in the said resolution.

**Item No. 5**

The company has in the Board Meeting held on 30<sup>th</sup> June,2020 suggested to adopt the new set of Memorandum of Association according to the new Companies Act,2013 in substitution of the existing Memorandum of Association of Company.

The resolution is proposed as Special Resolution.

None of the Directors is concern or interested

**Item No. 6**

The company has in the Board Meeting held on 30<sup>th</sup> June,2020 suggested to adopt the new set of Memorandum of Association according to the new Companies Act,2013 in substitution of the existing Articles of Association of Company.

The resolution is proposed as Special Resolution.

None of the Directors is concern or interested

**INSPECTION OF DOCUMENTS**

The documents proposed in item no 5 and 6 of Notice will be available for inspection during 11.00 A.M. to 4.00 P.M. on all working days till Tuesday 29<sup>th</sup> December,2020.

**For and on behalf of Board of Directors**

**Date : 26/11/2020**  
**Place : Ahmedabad**

**Vijaybhai D. Agarwal**  
**Managing Director**  
**DIN : 01869337**