

# 34th Annual Report

2018-2019



**GROVY INDIA LIMITED**

CIN : L74130DL1985PLC021532

# Corporate Information

## KEY MANAGERIAL PERSONNEL

Mr. Nishit Jalan, Whole-Time Director & CEO

Mr. Ankur Jalan, Chief Financial Officer

Ms. Pooja Jain, Company Secretary

## NON-EXECUTIVE & INDEPENDENT DIRECTOR

Mr. Rajendar Prasad Rustagi

Mr. Parveen Kumar

Mr. Gagan

## NON-EXECUTIVE DIRECTOR

Mr. Prakash Chand Jalan, Chairman

Mrs. Anita Jalan, Women Director

## STATUTORY AUDITOR

M/s Nitin K Kumar & Co.

1/9029, 2nd Floor, Street No-1

West Rohtash Nagar, Shahdara, Delhi-110032

## INTERNAL AUDITOR

Mr. Murari Kumar Jha

Plot No 12 Kh No 49/14, Gali No 37a/3, Block - B,  
Ground Floor, Kaushik Enclave, Salem Pur Majra,  
Burari-110084

## SECRETARIAL AUDITORS

M/s Narender & Associates

Plot No. 4A, Ranaji Enclave,

Near Metro Pillar No. 48, Delhi-110043

## BOARD COMMITTEES & ITS COMPOSITION

### AUDIT COMMITTEE

Mr. Rajendar Prasad Rustagi	Chairman
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Mr. Gagan	Member
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Mr. Parveen Kumar	Member
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### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Rajendar Prasad Rustagi	Chairman
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Mr. Prakash Chand Jalan	Member
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Mr. Nishit Jalan	Member
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### NOMINATION & REMUNERATION COMMITTEE

Mr. Rajendar Prasad Rustagi	Chairman
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Mr. Gagan	Member
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Mr. Parveen Kumar	Member
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## REGISTERED OFFICE

122, Vinobapuri, Lajpat Nagar Part II,  
New Delhi-110024

Email: [grovyindia@gmail.com](mailto:grovyindia@gmail.com)

Website: [www.grovyindia.com](http://www.grovyindia.com)

## REGISTRAR AND SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited  
1st Floor, D-153A, Okhla Industrial Area, Phase I,  
New Delhi Pin Code 110 020

Phone: +91-11-41044923

Fax: +91-11-26812682

E-mail: [viren@skylinertta.com](mailto:viren@skylinertta.com)

## BANKERS OF THE COMPANY

Bank of India (BOI), Hauz Khas (New Delhi)

Axis Bank, Lajpat Nagar (New Delhi)

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**GROVY INDIA LIMITED**  
(Formerly known as Grovy Exports and Marketing Limited)  
CIN: L74130DL1985PLC021532  
Regd. Office: 122, 1<sup>st</sup> Floor, Vinoba Puri, Lajpat Nagar Part II, New Delhi-110024  
Web: www.grovyindia.com, Email: grovyindia@gmail.com

**NOTICE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 34<sup>th</sup> (Thirty Fourth) Annual General Meeting (AGM) of the members of Grovy India Limited (the Company) will be held on **Monday, the 30<sup>th</sup> Day of September, 2019 at 11:00 A.M at 122, 1<sup>st</sup> Floor, Vinobapuri, Lajpat Nagar Part-II, New Delhi-110024** to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors ('the Board') and Auditors thereon.
2. To declare final dividend on Equity Shares @ 1% i.e. Rs. 0.1/- (Ten Paisa) per share for the Financial Year ended 31<sup>st</sup> March, 2019.
3. To appoint a Director in place of Mrs. Anita Jalan (DIN: 00475635), Director, who retires by rotation and being eligible, offers herself for reappointment.

**SPECIAL BUSINESS:**

**4. TO APPOINT MR. NISHIT JALAN AS WHOLE-TIME DIRECTOR.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: -

**"RESOLVED THAT** pursuant to Section 196, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the members of the Company hereby accords its approval for appointment of Mr. Nishit Jalan as a Whole-Time Director designated as Chief-Executive officer of the Company for a period of 3 years with effect from 08<sup>th</sup> August, 2019, on such terms and at such remuneration as set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** the aggregate of salary, perquisites and allowances of Mr. Nishit Jalan, Whole-time Director of the Company in any one financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including applicable rules, if any) as amended from time to time and in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Nishit Jalan, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including any Board Committee exercising powers conferred by this resolution) be and is hereby authorized, in its absolute discretion and from time to time, to fix within the range of remuneration detailed in the explanatory statement, the salary and other allowances / entitlements including performance bonus/incentive, if any, subject to such periodic increase as may be permissible within the overall remuneration limit under Section 197 of the Act and to file necessary forms & to do all such acts, deeds, things and matters as may be required or necessary to give effect to the above resolution."

**5. TO APPROVE THE LOANS, INVESTMENT MADE, GUARANTEE GIVEN OR SECURITY PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: -

**"RESOLVED THAT** pursuant to the provisions of Section 186 and read with the Companies (Meetings of Board and its Power) Rules, 2014 framed thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification any statutory modifications or re-enactment thereof for the time being in force), and Article of Association, consent of the members of the Company, be and is hereby accorded to the Board of Directors (the board) of the Company to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee



and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, from time to time, in one or more tranches, as the Board of Directors in their absolute discretion, deem beneficial and in the interest of the Company, whether Indian or overseas, up to the maximum limit of Rs. 50 Crores (Rupees Fifty Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in case of divestment of the investment, the Board of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents and any other relevant related to it. for the effective implementation of decision of divestment taken by the Company from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of the Company and/or any other person authorized by the Board, from time to time, be and is hereby, empowered to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign or to execute any deed, applications, documents as may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, as it may, in its absolute discretion including power to sub delegate, in order to give effect to this resolution."

**6. TO APPROVE THE BORROWING LIMITS OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: -

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and read with the Companies (Meetings of Board and its Power) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors including any committee thereof (hereinafter referred to as 'the Board'), for the time being, exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, without any limitation, any Bank and/or other financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as Floating rate notes, Fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from of official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**By Order of the Board  
For Grovy India Limited**

**Sd/-  
Prakash Chand Jalan  
Director  
DIN: 00475545**

**G-6, First Floor, South Extn-2,  
New Delhi 110049**

**Place: New Delhi  
Dated: 08.08.2019**



## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**
2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') in respect of special business being item no. 04 to 06 set out above to be transacted at the meeting is annexed hereto and form part of this Notice.
4. The requirement to place the matter relating to the ratification of appointment of Statutory Auditors by members at every AGM has been done away with vide amendments in Section 139 of the Act, which was notified by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 32<sup>nd</sup> AGM held on 29.09.2017.
5. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice (kindly refer note no. 22). The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
6. The Company has appointed Mr. Narender of M/s Narender & Associates, Company Secretaries, and Delhi as Scrutinizer to scrutinize the remote e-voting process and voting through poll at the AGM in a fair and transparent manner and he has given his consent for appointment and will be available for same purpose.
7. In terms of Section 152 of the Companies Act, 2013, Mrs. Anita Jalan, Director retires by rotation at the Meeting and being eligible, offer herself for reappointment. The Board of Directors of the Company has recommended her re-appointment.
8. The Register of Members and Share Transfer Books shall remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) for the AGM of the Company and dividend declaration.
9. Members of the Company holding shares as on the cut-off date i.e. 30<sup>th</sup> August, 2019 will be eligible to receive the notice of 34<sup>th</sup> Annual General Meeting (AGM) of the Company.
10. Corporate members intending to send their authorized representatives to attend the AGM are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
11. Members attending the meeting are requested to bring with them the attendance slip attached to the Annual Report duly filled in and signed and handover the same at the entrance hall.
12. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day during office hours.
13. The dividend on Equity Shares, if declared, at the 34<sup>th</sup> Annual General Meeting, will be credited/paid between 01<sup>st</sup> October, 2019 to 30<sup>th</sup> October, 2019 to those members whose names appear on the Company's Register of Members on 23<sup>rd</sup> September, 2019; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
14. Members also note that Notice of the AGM alongwith the attendance slip and proxy form will be available on the Company's website i.e. [www.grovvyindia.com](http://www.grovvyindia.com).





15. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, M/s. Skyline Financial Services Pvt. Ltd., D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, quoting the Registered Folio Number: (a) details of their Bank Account/change in Bank Account, if any, to enable the Company to print these details on the Dividend Warrants; and (b) change in their address, if any, with the Pin Code Number.

Members holding shares in electronic form shall address communication to their respective Depository Participants only.

16. Please send your unpaid dividend warrants/instruments for revalidation/reissue, if already not encashed. The dividend remaining unclaimed for seven years is required to be transferred to the "Investor Education and Protection fund" established by the Central Government and you shall not be able to claim any unpaid dividend from the said fund or from the Company thereafter.
17. M/s. Skyline Financial Services Pvt. Ltd., having registered and corporate office at D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, is the Registrar and Share Transfer Agent of the Company for physical shares as well as depository interface with NSDL and CDSL.
18. You may now avail the facility of nomination by nominating, in the prescribed form, a person to whom your shares in the Company shall vest in the event of death. Interested members may write to the company/registrar & share Transfer Agent for the prescribed form. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their shares.
19. The Company's e-mail id is [grovvyindia@gmail.com](mailto:grovvyindia@gmail.com) to enable investors to register their complaints/queries, if any.
20. Members who are holding shares in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
21. Members are requested to promptly notify to the Company any change in their addresses.
22. Information and other instructions relating to e-voting are as under:
  - A. In compliance with provisions of Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulation, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - B. The remote e-voting period will commence on Friday, 27<sup>th</sup> September, 2019 (09.00 a.m.) and end on Sunday, 29<sup>th</sup> September, 2019 (05.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2019, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting after 29<sup>th</sup> September, 2019 (05.00 p.m.). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - C. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
  - D. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again and if any member casts a vote at the meeting, such vote will be considered invalid.
  - E. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2019. A person who is not a member as on the cut-off date should treat this Notice for information only.



F. A person whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. Monday, 23<sup>rd</sup> September, 2019 only shall be entitled to avail the facility of remote e-voting/ voting at the AGM.

G. The process and manner for remote e-voting are as under:

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders/ Members.
- iii. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first-time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio number / Client ID in the PAN Field.</li> </ul>

	<ul style="list-style-type: none"> <li>In case the Folio Number/Client ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with Folio/ Client ID 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in DD/MM/YYYY format.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of Grovy India Limited on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.





- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xviii. Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### EXPLANATORY STATEMENT IN RESEPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

##### ITEM NO. 4.

The nomination and remuneration committee has approved and recommend the appointment of Mr. Nishit Jalan as Whole-Time Director & CEO of the Company at remuneration of not exceeding Rs. 35,000/- per month inclusive of all allowances and perquisites and as amended from time to time.

The Committee also approved that the said remuneration shall be payable in case of inadequacy of profits or no profits, which is within minimum remuneration in accordance with Part II of Schedule V of the Companies Act, 2013. The Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is as under:

#### 1. GENERAL INFORMATION

- a) **Nature of Industry:** Real Estate & Share Trading
- b) **Date or expected date of commencement of commercial Production:**



Not Applicable (The Company is an existing company)

- c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable (The Company is an existing company)
- d) **Financial performance based on given indicators:**

**Standalone Financial Results:**

Fig. in INR Lakh

Particulars	18-19	17-18	16-17
Total Revenue	863.86	1233.15	934.84
Profit/Loss for the Year	7.38	10.19	4.44
Paid up Capital	140.00	140.00	140.00
Reserves & Surplus	206.72	199.34	186.25

- e) **Foreign investments or Collaborators, if any:** There is no foreign investment and Foreign Collaborations in the Company during the year.

**2. INFORMATION ABOUT THE WHOLE-TIME DIRECTOR (FINANCE)**

- a) **Background details:** Mr. Nishit Jalan is an Engineer from BITS - Pilani by qualification, he heads the construction, architectural and purchase departments of Grovy India. He is also responsible for the company's strong public image, which is credited to his expertise in Impression Management. His relationship endeavour including long-term competitive advantages has allowed the company to gain high recognition in social environment. The appointment of Mr. Nishit Jalan as the Whole-time director shall be valid for a period of 3 years from 08<sup>th</sup> August, 2019.
- b) **Past Remuneration (In lakhs):** 5.04
- c) **Recognition and Awards:** NA
- d) **Remuneration Proposed:** The Nomination and remuneration Committee proposed the remuneration of not exceeding Rs. 35,000/- inclusive of all allowances and perquisites and as amended time to time.
- e) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).**  
The remuneration payable to the Whole-Time Director has been benchmarked with the remuneration being drawn by similar positions in industry and has been considered by the Nomination and Remuneration Committee of the Company as appropriate or rather on lower side as compared to industry.
- f) **Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any**  
The Whole-Time Director has no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings in the Company.

**3. OTHER INFORMATION**

- a) **Reasons of loss or inadequate profits:**  
The performance of the Company in the last financial years has been impacted due to slowdown in real estate sector and Indian economies. The situation has aggravated further due to short-term downtrend in industry. However the Company has been a profit earning entity continuously.
- b) **Steps taken or proposed to be taken for improvement:**  
The Company will remain committed to generating superior returns for its stakeholders. The Company would continue to drive growth through asset light business models and release cash by exiting capital intensive business models and expects to receive better returns in future.
- c) **Expected increase in productivity and profits in measurable terms.**  
Mr. Nishit Jalan has vast experience in senior management, the overall efficiency of the organization and the board as a whole is expected to increase manifold.

Your Board recommends or approval of members by way of Special Resolution

None of the Directors or Key Managerial Personnel or their relative(s) except Mr. Nishit Jalan, Mr. Prakash Chand, Mrs. Anita Jalan and Mr. Ankur Jalan or their relative(s) are in any way concerned or interested, in passing of the above-mentioned resolution.