



ANNUAL REPORT
2019-20

Never Stop Exploring



Chairman's Statement

Dear Friends & Stakeholders,

We are living through a difficult time for society and our economies. The crisis around the COVID-19 pandemic has left no one untouched. The virus is not only claiming human lives — it is subjecting individual countries and the global political order to extraordinary stress rarely seen in peacetime. But these challenges only reinforce our resolution to continue working. The challenges are unique as COVID-19 induced lockdowns have disrupted the economic activity. Your company achieved many admirable wins and milestones through the first 11 months of FY 2020. But it was in the final days of the year that the true nature of its purpose-driven worldview truly shone through.

Your company prioritized the health and safety of its employees, kept customers' mission critical systems running under very difficult circumstances and pitched in to help communities across the nation to battle the pandemic.

As the Chairman of the Board of Directors of Gulshan Polyols Limited, let me assure you that despite myriad challenges, your company is focused on maintaining its growth momentum and delivering value to its stakeholders. It has great potential to grow and is constantly scouting for opportunities arising out of Make in India and "Aatma-Nirbhar Bharat" calls given by Hon. Prime Minister.

I am happy to announce that your company is working towards becoming "almost" Long term Debt Free company in the years to come. You will be happy to know that the Promoter Group has acquired substantial market share from secondary market up-to threshold limit of 5% per year over 2 consecutive years, depicting strength and conviction in its company's affairs.

Company's Overall Performance:

It gives me pleasure to share with you an update on the overall performance of your Company in 2019-20. It was yet another difficult year for the global economy, characterized by low growth and geopolitical uncertainties. In India, rural demand continued to be sluggish in the early part of the year on the back of two consecutive poor monsoons. The overall market showed a steep downfall owing to steep rise in raw material prices thus imposing great pressure on selling prices and also leading to exports getting unviable for a majority of our products.



During the financial year ended 31st March 2020, Revenue from operations decrease to Rs. 620.79 crores from Rs. 673.88 crores in the previous year. Registered decrease in 7.88% on net revenue basis. EBIDTA decrease of Rs. 69.82 crores against the previous year Rs. 85.61 crores. Profit after tax (PAT) of Rs. 20.58 crores in F.Y 2019-20 against Rs. 21.42 crores in the previous year.

Your Company in the tune of progressive Dividend Policy, declared and paid an interim dividend of 70 percent (0.70 per fully paid-up equity share of Rs. 1/- each) in February, 2020 for the financial year 2019-20 on the paid up equity share capital of the company. It may be recommended that same be treated as a Final Dividend for the Financial Year ended March 31, 2020, amounting to Rs. 328.42 lakhs.

Your Company is also committed to its social responsibility agenda and contributes meaningfully to the communities that it operates in. Your Company continues to focus in the areas of Health, Community Welfare, Education, Health & Hygiene, Rural development and Water management to enhance the livelihoods of people in its operating communities. These initiatives, along with several others, reaffirm our belief that addressing societal needs and business growth go hand-in-hand.

The next few months will be difficult, but your company is strong with deep relationships with customers and partners, enviable scale, a diversified business mix, a robust and resilient business model, and strong financials. It is well positioned to weather the storms ahead and take advantage of opportunities that come up during the downturn to acquire new capabilities and gain market share. In the post pandemic world, technology will play an ever larger role in helping enterprises adapt to the new normal and differentiate themselves. Your company is well poised to take the lead in partnering customers to recover and rebound on to their growth and transformation journeys.

On behalf of the Board of Directors of Gulshan Polyols Limited, I would like to take this opportunity to acknowledge and thank our bankers and vendors for their trust and support. I am deeply thankful to the continued support of our esteemed consumers, business associates, suppliers and legal authorities for their loyalty and trust in all our activities. Most importantly, also my sincere appreciation to all the shareholders for the trust reposed by them in the Management of the Company and also for continued support in our journey to create long-term value.

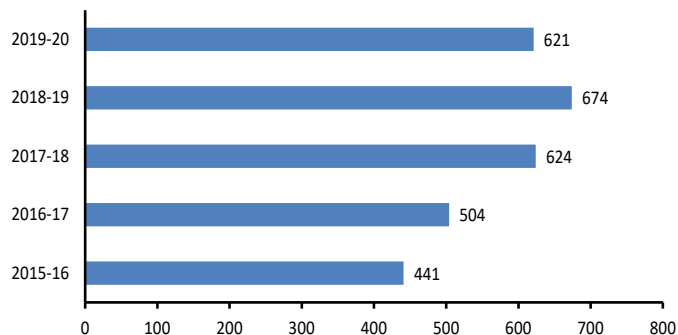
Jai Hind!!



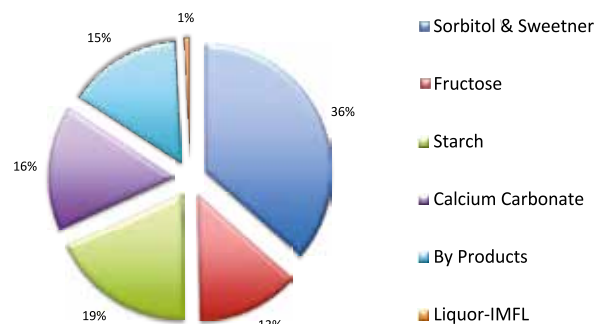
Dr. C. K. Jain
Chairman & Managing Director
DIN: 00062221

Financial Highlights FY 2019-20

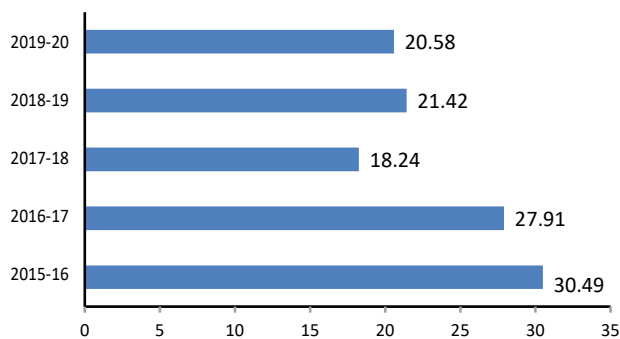
NET SALES (₹ in Crore)



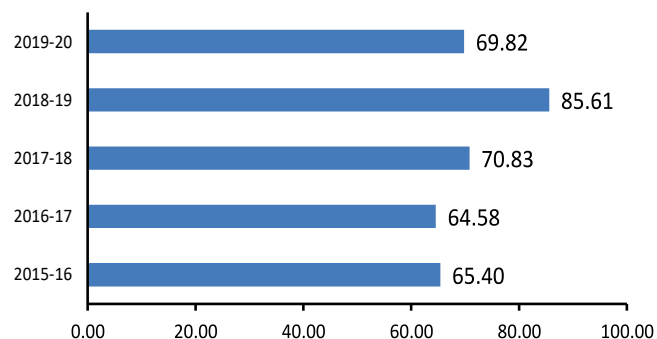
PRODUCT WISE REVENUE BREAK-UP



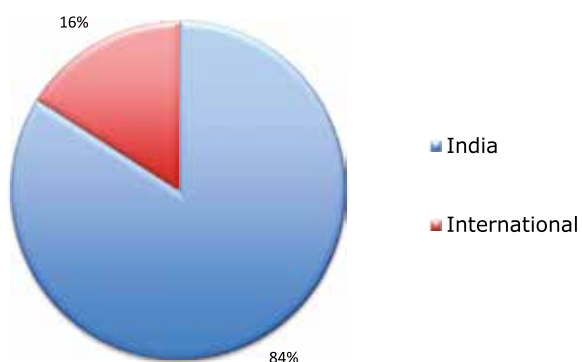
PROFIT AFTER TAX (₹ in Crore)



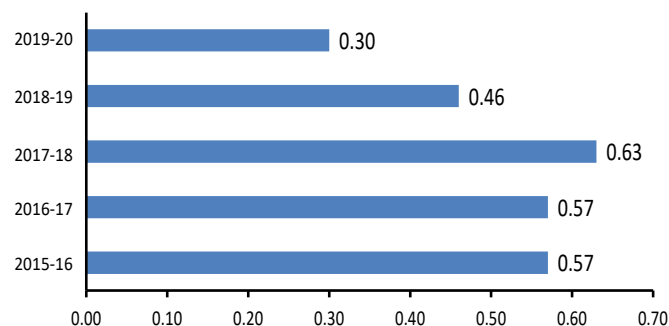
EBITDA (₹ in Crore)



INDIA INTERNATIONAL REVENUE MIX



DEBT EQUITY RATIO (in times)



CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. C. K. Jain
Chairman & Managing Director

Ms. Arushi Jain
Whole Time Director

Ms. Aditi Pasari
Whole Time Director

Mr. Ashwani Kumar Vats
Whole Time Director & CEO

Mr. Suresh Kumar Tewari*
Whole Time Director

Mr. Ajay Jain
Non-Executive Independent Director

Mr. A. K. Maheshwari
Non-Executive Independent Director

Mr. J. J. Bhagat
Non-Executive Independent Director

Mr. Rakesh Kumar Gupta
Non-Executive Independent Director

Mr. K. C. Gupta
Non-Executive Independent Director

AUDIT COMMITTEE

Mr. Ajay Jain
Chairman

Mr. A. K. Maheshwari
Member

Dr. C. K. Jain
Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. A. K. Maheshwari
Chairman

Mr. Ajay Jain
Member

Ms. Aditi Pasari
Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Ajay Jain
Chairman

Mr. A. K. Maheshwari
Member

Mr. Rakesh Kumar Gupta
Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Ajay Jain
Chairman

Ms. Arushi Jain
Member

Ms. Aditi Pasari
Member

STATUTORY AUDITORS

M/s. Rajeev Singal & Co., Chartered
Accountants
Muzaffarnagar

INTERNAL AUDITORS

**M/s. Shahid & Associates,
Chartered Accountants-**
(All units except Bharuch)

**M/s. Anil Ram Kumar & Co.,
Chartered Accountants-**
(Bharuch Unit)

SECRETARIAL AUDITORS

M/s. RMG & Associates
Company Secretaries,
Delhi

COST AUDITORS

M/s. Rahul Jain & Associates,
Cost Accountants, Delhi

CHIEF FINANCIAL OFFICER

Mr. Rajiv Gupta

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Vijay Kumar Garg

LISTED AT

BSE Limited
National Stock Exchange of India Limited

BANKERS

State Bank of India
HSBC Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s Alankit Assignments Limited
1E/13, Alankit Heights, Jhandewalan
Extension,
New Delhi - 110055
Ph. No: 011-42541234/ 955
Fax No: 011-42541201
E-mail: rta@alankit.com

PLANT LOCATIONS

1. 9th K.M., Jansath Road, Muzaffarnagar- 251001, Uttar Pradesh
2. 9th K.M., Silverton Pulp and Papers Bhopa Road, Muzaffarnagar- 251001, Uttar Pradesh
3. Plot no. 762, Jhagadia Industrial Estate, Bharuch - 393110 Gujarat
4. Village Rampur Majri, Dhaula Kuan, Distt Sirmour -173001 Himachal Pradesh
5. E-21/22, RIICO Growth Centre, Phase - II, Abu Road, Disst. Sirohi-307026 Rajasthan
6. Plot No.9, 10 & 11, Borgaon Industrial Growth Centre, Tehsil Sausar, Distt. Chhindwara-480108 Madhya Pradesh
7. On-site plant of PCC at DSG Papers Pvt. Ltd., Patiala, Punjab
8. On-site plant of PCC at ITC Ltd., Hooghly, West Bengal
9. On-site plant of PCC at Orient Paper Mills, Amlai, Madhya Pradesh

REGISTERED OFFICE

9th K.M., Jansath Road, Muzaffarnagar,
Uttar Pradesh - 251001
Tel: 0131-32958800
Fax: 0131 - 2661378
Email: cs@gulshanindia.com
Website: www.gulshanindia.com
CIN: L24231UP2000PLC034918

CORPORATE OFFICE

G-81, Preet Vihar, Delhi- 110092
Tel: 011-49999200
Fax: 011-49999202

WHAT'S INSIDE

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* Mr. S.K. Tewari ceased to be on the Board of the Company w.e.f. 26th May, 2020.

**NOTICE**

NOTICE is hereby given that the 20th Annual General Meeting ("AGM") of the members of **Gulshan Polyols Limited** will be held on Saturday, 19th September, 2020 at 12.30 p.m., Indian Standard Time, at the Registered Office situated at 9th K.M, Jansath Road, Muzaffarnagar -251001, Uttar Pradesh to transact the following Businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2019- 2020 including Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Ms. Aditi Pasari (DIN: 00120753), who retires by rotation, and being eligible, offers herself for re-appointment as Director.
3. To ratify the appointment of M/s. Rajeev Singal & Co., Chartered Accountants (Firm Registration No. - 008692C), as Statutory Auditors of the Company.

RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Audit Committee, the Company hereby ratify the appointment of M/s. Rajeev Singal & Co., Chartered Accountants (Firm Registration No.: 008692C), as Statutory Auditors of the Company to hold the office from the conclusion of 20th Annual General Meeting until the conclusion of 22nd Annual General Meeting of the Company to be held in the year 2022, at such remuneration plus out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company including be and is/are hereby authorized to fix the remuneration, to be paid, to M/s. Rajeev Singal & Co., Chartered Accountants (Firm Registration No.: 008692C), as Statutory Auditors of the Company."

SPECIAL BUSINESS:

4. **REVISION IN THE REMUNERATION OF MS. ARUSHI JAIN (DIN: 00764520), THE WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and rules framed thereunder read with Schedule V to the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and recommendation by the Nomination and Remuneration Committee of the Company, the consent of the members of the Company be and is hereby accorded for a revision in the Gross Salary of Ms. Arushi Jain (DIN: 00764520), the Whole Time Director of the Company, from Rs. 3,75,000/- to Rs. 4,50,000/- per month, effective from July 01, 2020 until her remaining tenure i.e. upto December 31, 2020.

RESOLVED FURTHER THAT all the existing terms and conditions of her appointment existing presently shall remain unchanged.

RESOLVED FURTHER THAT any of the Director(s) and/or Company Secretary of the Company be and are hereby severally authorised to do all the acts, things and deeds which may be necessary for giving effect to this resolution and to file necessary forms with the concerned Registrar of Companies (ROC) on MCA portal."

5. **REVISION IN THE REMUNERATION OF MS. ADITI PASARI (DIN: 00120753), THE WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and rules framed thereunder read with Schedule V to the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and recommendation by the Nomination and Remuneration Committee of the Company, the consent of the members of the Company be and is hereby accorded for a revision in the Gross Salary of Ms. Aditi Pasari (DIN: 00120753), the Whole Time Director of the Company, from Rs. 3,50,000/- to Rs. 4,50,000/- per month, effective from July 01, 2020 until her remaining tenure i.e. upto December 31, 2020.

RESOLVED FURTHER THAT all the existing terms and conditions of her appointment existing presently shall remain unchanged.

RESOLVED FURTHER THAT any of the Director(s) and/or Company Secretary of the Company be and are hereby severally authorised to do all the acts, things and deeds which may be necessary for giving effect to this resolution and to file necessary forms with the concerned Registrar of Companies (ROC) on MCA portal."

**6. RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration payable to M/s Rahul Jain & Associates, Cost Accountants (Firm Registration No.101515), who were appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the company, as applicable, for the Financial Year ending March 31, 2021, amounting to Rs. 60,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and hereby ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. RE-APPOINTMENT AND REVISION IN TERMS OF REMUNERATION OF DR. CHANDRA KUMAR JAIN (DIN: 00062221) CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and rules framed thereunder read with Schedule V to the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and recommendation by the Nomination and Remuneration Committee of the Company, approval of the members of the Company be and is hereby accorded to re-appoint **Dr. Chandra Kumar Jain (DIN: 00062221)** as Chairman and Managing Director of the Company, who has attained the age of Seventy Two (72) Years, for a period of three (03) years with effect from April 01, 2020 upto March 31, 2023, not liable to retire by rotation, on the following terms and conditions:

1. Basic Salary per month:

Basic Salary: Rs. 15,00,000/- per month w.e.f. April 01, 2020 (With such annual/ special increments within the aforesaid scale as may be decided by the Board, on recommendation of Nomination and Remuneration Committee).

2. Perquisites and allowances:

- a. House Rent Allowance : 45% of Basic
- b. Medical Allowance : 5% of Basic
- c. Ex-Gratia : 8.33% of Basic

3. Commission on profits, as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee for each financial year calculated with reference to net profits of the Company, subject to the overall ceiling stipulated in section 197 and 198 read with Schedule V of the Companies Act, 2013 payable at such intervals, as may be decided by the Board of Directors.**4. Other perquisites**

In addition to the perquisites and allowances as aforesaid, he shall also be entitled to the following benefits which will not be included in computation of the ceiling of remuneration specified in Para 1, 2 and 3 above.

- a. Gratuity: Gratuity payable as per the rules of the Company.
- b. Leave: Leaves as per the rules of the Company.
- c. Company Car and telephone: Use of the Company's Car, and telephone at the residence for official purposes as per rules of the Company.
- d. Other benefits as per rules of the Company.

RESOLVED FURTHER THAT the Board of Directors on the recommendations of the Nomination and Remuneration Committee be and are hereby severally authorised to revise, amend, alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Dr. Chandra Kumar Jain, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT the remuneration by way of Salary, Perquisites and Allowances, as approved in the aforesaid resolution, shall be treated as minimum remuneration with effect from April 01, 2020 for the period of his tenure ending on March 31, 2023 and in case where in any financial year, during the currency of the tenure of Dr. Chandra Kumar Jain as Chairman and Managing Director, if the Company has no profits or its profits are inadequate, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.



RESOLVED FURTHER THAT any of the Director(s) and/or Company Secretary of the Company be and are hereby severally authorised to do all the acts, things and deeds which may be necessary for giving effect to this resolution and to file necessary forms with the concerned Registrar of Companies (ROC) on MCA portal."

8. RE-APPOINTMENT OF MR. ASHWANI KUMAR VATS (DIN: 00062413) AS A WHOLE TIME DIRECTOR DESIGNATED AS CEO 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and rules framed there under, read with Schedule V to the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and recommendation by the Nomination and Remuneration Committee of the Company, the approval of the members of the Company be and is hereby accorded to re-appoint **Mr. Ashwani Kumar Vats (DIN: 00062413)** as Whole Time Director of the Company, designated as Chief Executive Officer (CEO), liable to retire by rotation, for a period commencing from April 01, 2020 till March 31, 2024 on the following terms and conditions:

1. Basic Salary per month:

Basic Salary for the period April 01, 2020 to June 30, 2020 shall be Rs. 2,65,000/- per month and for the period thereafter at a Basic Salary of Rs. 2,80,000/- per month (w.e.f July 01, 2020 to March 31, 2024), with such annual/ special increments as may be decided by the Board, on recommendation of Nomination and Remuneration Committee.

2. Perquisites and allowances:

House Rent Allowance : 45% of Basic

Medical Allowance : 5% of Basic

Ex-Gratia : 8.33% of Basic

3. Other perquisites

In addition to the perquisites and allowances as aforesaid, he shall also be entitled to the following benefits which will not be included in computation of the ceiling of remuneration specified in Para 1, 2 and 3 above.

a. Gratuity: Gratuity payable as per the rules of the Company.

b. Leave: Leaves as per the rules of the Company.

c. Company Car and telephone: Use of the Company's Car, and telephone at the residence for official purposes as per rules of the Company.

d. Other benefits as per rules of the Company

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized to revise, amend, alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Ashwani Kumar Vats, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT the remuneration by way of Salary, Perquisites and Allowances, as approved in the aforesaid resolution, shall be treated as minimum remuneration with effect from April 01, 2020 for the period of his tenure ending on March 31, 2024 and in case where in any financial year, during the currency of the tenure of Mr. Ashwani Kumar Vats as Whole Time Director, if the Company has no profits or its profits are inadequate, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all the acts, things and deeds which may be necessary for giving effect to this resolution and to file necessary forms with the concerned Registrar of Companies (ROC) on MCA portal."

9. RE-APPOINTMENT OF MS. ARUSHI JAIN (DIN: 00764520) AS A WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and rules framed thereunder read with Schedule V to the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and recommendation by the Nomination and Remuneration Committee of the Company, the approval of the members of the Company be and is hereby accorded to re-appoint **Ms. Arushi Jain (DIN: 00764520)** as Whole Time Director of the Company, liable to retire by rotation, for a period commencing from January 01, 2021 till March 31, 2024 on the following terms and conditions:

**1. Gross Salary per month:**

Total Gross Salary: Rs.4,50,000/- per month w.e.f. January 01, 2021 (With such annual/ special increments as may be decided by the Board, on recommendation of the Nomination and Remuneration Committee).

2. Commission on Profits, as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee for each financial year calculated with reference to net profits of the Company, subject to the overall ceiling stipulated in Section 197 and 198 read with Schedule V of the Companies Act, 2013 payable at such intervals, as may be decided by the Board of Directors.**3. Perquisites**

- i. Company's contribution towards Provident Fund, Gratuity and Encashment of accumulated Leaves as per rules of the company. The Gratuity shall not exceed an amount equal to half month's salary for each completed year of service. However, all these shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- ii. Company's Car for use on Company's business purpose with chauffeur and telephone at residence and Mobile phone will be provide but shall not be considered as perquisites. Personal long distances calls and use of car (if any) for private purpose, shall be billed by the company.
- iii. Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and fro and also for the stay in the foreign country of the patient, an attendant and medical supervision, if required, shall be borne by the Company.
- iv. Club Memberships: Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.
- v. Leave Travel Allowance (LTA) including Domestic and Foreign travel.
- vi. Other benefits as per rules of the Company.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination and Remuneration Committee be and are hereby severally authorized to revise, amend, alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Ms. Arushi Jain, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT the remuneration by way of Salary, Perquisites and Allowances, as approved in the aforesaid resolution, shall be treated as minimum remuneration with effect from January 01, 2021 for the period of his tenure ending on March 31, 2024 and in case where in any financial year, during the currency of the tenure of Ms. Arushi Jain as Whole Time Director, if the Company has no profits or its profits are inadequate, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all the acts, things and deeds which may be necessary for giving effect to this resolution and to file necessary forms with the concerned Registrar of Companies (ROC) on MCA portal."

10. RE-APPOINTMENT OF MS. ADITI PASARI (DIN: 00120753) AS A WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and rules framed there under read with Schedule V to the Companies Act, 2013 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and recommendation by the Nomination and Remuneration Committee of the Company, the approval of the members of the Company be and is hereby accorded to re-appoint **Ms. Aditi Pasari (DIN: 00120753)** as Whole Time Director of the Company, liable to retire by rotation, for a period commencing from January 01, 2021 till March 31, 2024 on the following terms and conditions:

1. Gross Salary per month

Total Gross Salary: Rs.4,50,000/- per month w.e.f. January 01, 2021 (With such annual/ special increments as may be decided by the Board, on recommendation of the Nomination and Remuneration Committee).

2. Commission on Profits, as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee for each financial year calculated with reference to net profits of the Company, subject to the overall ceiling stipulated in Section 197 and 198 read with Schedule V of the Companies Act, 2013 payable at such intervals, as may be decided by the Board of Directors.



3. Perquisites

- (i) Company's contribution towards Provident Fund, Gratuity and Encashment of accumulated Leaves as per rules of the company. The Gratuity shall not exceed an amount equal to half month's salary for each completed year of service. However, all these shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
- (ii) Company's Car for use on Company's business with chauffeur and telephone at residence and Mobile phone will be provide but shall not be considered as perquisites. Personal long distances calls and use of car (if any) for private purpose, shall be billed by the company.
- (iii) Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and fro and also for the stay in the foreign country of the patient, an attendant and medical supervision, if required, shall be borne by the Company.
- (iv) Club Memberships: Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.
- (v) Leave Travel Allowance (LTA) including Domestic and Foreign travel.
- (vi) Other benefits as per rules of the Company

RESOLVED FURTHER THAT the Board of Directors on the recommendation of the Nomination and Remuneration Committee be and are hereby severally authorized to revise, amend, alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Ms. Aditi Pasari, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT the remuneration by way of Salary, Perquisites and Allowances, as approved in the aforesaid resolution, shall be treated as minimum remuneration with effect from January 01, 2021 for the period of his tenure ending on March 31, 2024 and in case where in any financial year, during the currency of the tenure of Ms. Aditi Pasari as Whole Time Director, if the Company has no profits or its profits are inadequate, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all the acts, things and deeds which may be necessary for giving effect to this resolution and to file necessary forms with the concerned Registrar of Companies (ROC) on MCA portal."

11. WAIVER OF EXCESS MANAGERIAL REMUNERATION PAID TO DR. CHANDRA KUMAR JAIN (DIN: 00062221) CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2019- 20.

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

"RESOLVED THAT upon recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed there under (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the waiver of excess managerial remuneration amounting to Rs. 1,351,436/- paid to Dr. Chandra Kumar Jain, designated as Chairman and Managing Director (DIN: 00062221) of the Company for the Financial Year 2019-20, which was in excess of maximum remuneration permissible under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Nomination and Remuneration Committee jointly and/or severally be and are hereby authorized to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid payment of remuneration, to delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) / Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution."

12. CONTINUATION OF DIRECTORSHIP OF MR. KAILASH CHANDRA GUPTA (DIN: 01649210), DIRECTOR IN TERMS OF REGULATION 17(1A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), if