

SCHABLONA INDIA LIMITED

CIN : L51109DL1983PLC318655

Directors :

Mr. N. Goenka, Chairman (DIN : 00060864)
Mr. Satish C. Vishwakarma, Executive Director and CFO (DIN :06891937)
Mr. Vinod Kumar Karwa, Independent Director (DIN : 00123284)
Ms. Shreya Kabra, Independent Director (DIN: 08276018)
Mr. Chandan Mal Borar, Independent Director (DIN: 07566782)

Company Secretary and Compliance Officer :

Ms. Ritika Mansata, Membership No. A - 34156

Statutory Auditors :

M/s. Shalin Poddar & Associates, Chartered Accountants
Firm Registration No. 020397C
519-A, 5th Floor, S.L. Tower, Alpha -1, Commercial Belt,
Greater Noida - 201308 (U.P.)

Internal Auditors:

M/s. D. P. Kapoor & Co., Chartered Accountants
Firm Registration No. 002251N
N-52, Connaught Circus, New Delhi - 110 001

Bankers :

State Bank of India
HDFC Bank Limited
Punjab National Bank

Registered Office:

82/19, Bhakerwara Road, Mundka, New Delhi - 110 041
Phone No. 011 - 2834 1085

Share Department :

2, Red Cross Place, Kolkata - 700 001
Phone No. : 033-22487406 / 5913
E-mail : silinvestors@schablona.in
Website : www.schablona.in

Works :

- 1) P. O. - Kassar, Bahadurgarh - 124 507
Dist. - Jhajjar, Haryana
- 2) 18/1, 18/2, G. I. D. C., Industrial Estate
Kadi - 382 715, Gujarat

Registrar & Transfer Agent :

M/s. Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001
Phone : 033-2243 5029 / 2248 2248
Fax : 033-2248 4787
E-mail : mdpldc@yahoo.com

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SCHABLONA INDIA LIMITED

CIN : L51109DL1983PLC318655

Registered Office : 82/19, Bhakerwara Road, Mundka, New Delhi - 110 041, Phone : 011-2834 1085

Share Dept. : 2, Red Cross Place, Kolkata - 700 001, Phone No. : 033-2248 7406/5913

E-mail : silinvestors@schablona.in, Website : www.schablona.in

NOTICE

NOTICE is hereby given that the 35th ANNUAL GENERAL MEETING of the Members of Schablona India Limited will be held at City Park Resort, Ghevra, Rohtak Road, (NH-10), Opp. Metro Pillar No.631, New Delhi - 110 041 on Friday, the 13th September, 2019 at 11-30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Satish C. Vishwakarma (DIN: 06891937), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

To appoint Ms. Shreya Kabra (DIN: 08276018) as an Independent Director.

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV of the Act, Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable law, if any, and as recommended by the Nomination and Remuneration Committee, Ms. Shreya Kabra (DIN: 08276018), who was appointed as an Additional Director (Category as Independent) by the Board of Directors of Company with effect from 13th November, 2018 and in respect of whom the Company has received a notice in writing from a Member pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Ms. Shreya Kabra for the office of Director, be and is hereby appointed as an independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 13th November, 2018 to 12th November, 2023."

4. To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

To appoint Mr. Chandan Mal Borar (DIN: 07566782) as an Independent Director.

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, read with Schedule IV of the Act, Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable law, if any, and as recommended by the Nomination and Remuneration Committee, Mr. Chandan Mal Borar (DIN: 07566782), who was appointed as an Additional Director (Category as Independent) by the Board of Directors of Company with effect from 29th May, 2019 and in respect of whom the Company has received a notice in writing from a Member pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Chandan Mal Borar for the office of Director, be and is hereby appointed as an independent Director of the Company, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 29th May, 2019 to 28th May, 2024."

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5. To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

To re-appoint Mr. Satish C. Vishwakarma (DIN : 06891937), Executive Director and Chief Financial Officer of the Company, for a further period of 1 (One) year, effective from 27th May, 2020 till 26th May, 2021.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the said Act and in terms of recommendation of the Nomination and Remuneration Committee and subject to such other approvals, consents as may be required, consent of Members of the Company, be and is hereby accorded to the re-appointment of Mr. Satish C. Vishwakarma (DIN 06891937) as a Whole-time Director, designated as 'Executive Director and Chief Financial Officer' of the Company, for a further period of 1 (one) year effective from 27th May, 2020 till 26th May, 2021, on such terms and conditions of re-appointment and remuneration as set out in the explanatory statement annexed to this notice, liable to retire by rotation, with liberty to the Board of Directors (hereinafter referred to as 'the Board'), to alter and/or vary the terms and conditions of the said re-appointment and/or remuneration, subject to the same not exceeding the limits specified in Schedule V to the said Act including any statutory modifications or re-enactment thereof for the time being in force or as hereafter made by the Central Government in that behalf from time to time or amendments thereto and as may be agreed to by Mr. Satish. C. Vishwakarma and Board of Directors of the Company."

"RESOLVED FURTHER THAT notwithstanding anything contained herein above, during the currency of the tenure of Mr. Satish C. Vishwakarma, the Company has no profits or its profits are inadequate, the Company do pay Mr. Satish C. Vishwakarma, the existing remuneration as a "Minimum Remuneration" per month by way of salary, perquisites and/or allowances as specified in the 'Draft Agreement' and as also mentioned in the Statement annexed to the Notice of the Annual General Meeting of the Company, subject to and within the maximum ceiling limits laid down under Section II of Part II of Schedule V to the Act as applicable to the Company at the relevant time depending upon the effective capital of the Company."

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

Ritika Mansata
Company Secretary

Place : Noida
Date : 29th May, 2019

NOTES:

1. **A Member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a Ballot paper/poll, if any, instead of himself. A Proxy need not be a member of the Company. Proxies, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting.**
2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder of the Company.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 7th September, 2019 to Friday, the 13th September, 2019 (both days inclusive).

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4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. Members are requested to bring their Folio Nos., Depository ID and Client ID Nos. for easier identification of attendance at the Annual General Meeting (AGM).
6. Members/Proxy holders are requested to bring their copies of Annual Report along with them at the meeting.
7. Members are requested to write to the Company, their query(ies), if any, on the Financial Statements and operations of the Company at least 10 days before the meeting to keep the information ready at the meeting.
8. Members holding shares in physical form are requested to notify changes in their address, if any, quoting their Folio Number(s) to the Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Private Limited.
9. Members having multiple folios in the same name(s) may inform the Company for consolidation into one folio.
10. Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode shall not be processed by the Company, effective April 1, 2019. Thus members are requested to dematerialize their shares held in physical form.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
13. Members who have not encashed their dividend warrants for the year ended 31st March, 2012 may write to the Company or RTA for revalidation of the same. The Company has not declared any dividend for the year ended 31st March, 2013 onwards.
14. (a) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the unpaid/unclaimed dividend upto the year 2010-2011 has been transferred to Investor Education and Protection Fund ("IEPF") however, the said dividend may be claimed from IEPF in accordance with the provisions under the Companies Act, 2013 and rules made thereunder. Dividends for the Financial Year ended 31st March, 2012 which remain unpaid or unclaimed for a period of 7 consecutive years are due for transfer to the IEPF constituted by the Central Government, on or after 1st November, 2019. The Company has uploaded full details of such shareholders, whose unclaimed/unpaid dividends as on 31st March, 2019 are due for transfer to IEPF, on its website www.schablona.in. Members, who have not encashed their dividend for the financial year ended 31st March, 2012 are urged to claim such amount from the Company.

(b) Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed dividend lying with the Company as on 19th September, 2018 (the date of last Annual General Meeting) on the website of the Company www.schablona.in

(c) Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been encashed/claimed by the Shareholders for seven consecutive years, the Company is required to transfer such Equity Shares of the members to the Demat Account of the IEPF. Accordingly, the Company has transferred 17,212 Equity Shares of Rs. 4/- each to IEPF whose dividend has not been encashed for consecutive 7 years from 2010-11, details of which are also available on website of the Company.

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Similarly, the Company will transfer such shares to the Demat Account of IEPF Authority on which dividend for 2011-12 has not been encashed for consecutive 7 years, as per the guidelines issued by the concerned authority/(ies), from time to time.

15. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at the 35th Annual General Meeting is annexed to the Notice.
16. Route Map of the venue of the Annual General Meeting is attached herewith.
17. The Company is providing facility for voting by electronic means (remote e-voting) to vote on the Resolutions set out in the Notice of the 35th AGM of the Company. The facility for voting through Ballot Paper will also be made available at the AGM and the Members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot Paper. Members who have cast their votes by remote e-voting prior to the AGM, may attend the AGM, but shall not be entitled to cast their votes again.
18. **Voting through electronic means (remote e-voting):**

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 from time to time and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members, facility to exercise their votes electronically through remote e-voting facility provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility, and a Member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

Procedure/ Instructions for remote e-voting are as under:

The remote e-voting period begins on Tuesday, 10th September, 2019 from 9.00 a.m. (IST) and ends on Thursday, 12th September, 2019 at 5.00 p.m. (IST). During this period, Shareholders of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. 6th September, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Any person who becomes a Member of the Company after dispatch of the Notice of the 35th AGM and holding shares as on the cut-off date i.e. 6th September, 2019, may contact RTA to obtain the User ID and Password to vote on the Resolutions as set out in the said Notice through remote e-voting procedure. Please follow the below procedure for remote e-voting:

- (a) Shareholders should log on to the e-voting website www.evotingindia.com
- (b) Click on "Shareholders" tab.
- (c) Now, select the "Schablona India Limited" from the drop down menu and click on "SUBMIT".
- (d) Now Enter your User ID.
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) For shares held in Physical Form: Members should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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- (g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> 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 last 8 digits of the sequence number in the PAN field. The Sequence number is printed on a separate letter addressed to the Shareholders individually, containing particulars of remote e-voting sent alongwith the notice of 35th Annual General Meeting of the Company. In case the sequence number is less than 8 digits enter the applicable number of 0's (zero) before the number after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field.

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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 used by the demat holders for voting on resolutions of any other Company also 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant "Schablona India Limited" on which you choose to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Note for Non-Individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

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- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to 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.
- (s) 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 under help section or write an e-mail to helpdesk.evoting@cdslindia.com
- (t) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 6th September, 2019.

General:

- (a) In case, Members cast their vote exercising both the options i.e. voting through electronic means (remote e-voting) and by means of Ballot Paper at the AGM, then votes casted through remote e-voting shall only be taken into consideration and treated valid.
- (b) In case of joint shareholders attending the AGM, only such joint holder who is higher in the order of the names will be entitled to vote.
- (c) The Board of Directors of the Company at their meeting held on 29th May, 2019, had appointed Mr. Pradeep Pincha, Partner of M/s. Pinchaa & Co., Company Secretaries, (Membership No. 5369, CP No. 4426) as the Scrutinizer to scrutinize the remote e-voting process and voting through Ballot Papers at the AGM in a fair and transparent manner.
- (d) The Scrutinizer, after conclusion of the voting at the AGM through Ballot Papers, first count the votes cast at the AGM and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in employment of the Company and shall not later than three days of the conclusion of the AGM, make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit the same to the Chairman of the Company or a person so authorised by him in writing, who shall countersign the same and declare the results of voting forthwith.
- (e) The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website i.e. www.schablona.in and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to BSE Limited, where the equity shares of the Company are listed.
- (f) Subject to receipt of requisite number of votes, the Resolutions set out in the Notice of the 35th AGM of the Company, shall deemed to be passed on the date of the AGM i.e. 13th September, 2019.

BRIEF RESUME AND OTHER INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Mr. Satish C. Vishwakarma (DIN: 06891937), Executive Director & Chief Financial Officer of the Company, is aged about 53 years and is a M.Sc (Chemistry) and a M.B.A. He has been associated with the Company for a period of 21 long years and has a wealth of experience in the area of marketing, operations and manufacturing of ceramic decals, decorated and designer third firing, specialize cutting, R&D, engineering & maintenance, materials, accounts and finance etc. His long standing experience in the Industry and his involvement in the operations of the Company will be in the interest of the Company. At present he is holding 1 (one) share in the Company. He is not a Director in any other Company and is not holding any Committee positions in the Company.

Brief resume of Ms. Shreya Kabra and Mr. Chandan Mal Borar, appointed as Independent Directors on the Board, has been provided under the Statement annexed to the Notice of 35th AGM of the Company pursuant to Section 102 of the Companies Act, 2013.

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

Place : Noida
Date : 29th May, 2019

Ritika Mansata
Company Secretary

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STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item Nos. 3 & 4

The Board of Directors of the Company, at its respective meetings held on 13th November, 2018 and 29th May, 2019 had, upon recommendation of Nomination & Remuneration Committee, appointed Ms. Shreya Kabra and Mr. Chandan Mal Borar as Additional Directors, designated as Independent Directors of the Company with effect from the said dates respectively, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 read with Article 97 of Articles of Association of the Company, to hold office upto the date of ensuing Annual General Meeting (AGM) of the Company.

Ms. Shreya Kabra, aged about 28 years, is a graduate in Commerce and a Chartered Accountant. She is Member of the various Committees of the Board, i.e. Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Company. She is not holding any shares in the Company.

Mr. Chandan Mal Borar, aged about 64 years, is a graduate in Commerce and a Business Consultant. He is also holding directorship in SR Continental Limited. He is holding 1 (one) share in the Company.

The Company has received from Ms. Shreya Kabra and Mr. Chandan Mal Borar, requisite consent, intimation and declaration in connection with their appointment as Independent Directors. In the opinion of the Board, they fulfill the conditions specified under the Companies Act, 2013 and Rules made thereunder for being appointed as Independent Directors and that they are Independent of the management of the Company.

Notices in writing from Members have been received by the Company proposing the candidatures of Ms. Shreya Kabra and Mr. Chandan Mal Borar for the office of Directors under Section 160 of the Companies Act, 2013.

The resolutions set out under item Nos. 3 & 4 of the accompanying Notice seeks the approval of Members for appointment of Ms. Shreya Kabra and Mr. Chandan Mal Borar as Regular Directors and also as Independent Directors of the Company for a term of 5(Five) consecutive years from their respective date of appointment i.e 13th November, 2018 and 29th May, 2019, not liable to retire by rotation, pursuant to Section 149(10) of the Companies Act, 2013 and other applicable provisions of the said Act and Rules made thereunder.

Save and except Ms. Shreya Kabra and Mr. Chandan Mal Borar and their respective relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, in the said Resolutions.

The Board recommends the Resolutions set out under item nos. 3 & 4 of the accompanying Notice for approval of the Members.

Item No. 5

Mr. Satish C. Vishwakarma (DIN: 06891937) was appointed as a Whole-time Director and Key Managerial Personnel, designated as 'Executive Director' of the Company under Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder, liable to retire by rotation, at the 32nd Annual General Meeting of the Company, held on 16th September, 2016 for a period of 3(three) consecutive years with effect from 27th May, 2017 till 26th May, 2020. His present term of appointment expires by efflux of time on 26th May, 2020. Therefore, his re-appointment for a further term of 1(one) year, effective from 27th May, 2020, is to be considered, well in advance, to seek Shareholders approval at the ensuing Annual General Meeting of the Company.

Mr. Satish C. Vishwakarma, aged about 53 years, is a M.Sc (Chemistry) and a M.B.A. He has been associated with the Company for a period of 21 years and has a wealth of experience in the area of marketing, operations and manufacturing of ceramic decals, decorated and designer third firing, specialize cutting, R&D, engineering & maintenance, materials, accounts and finance etc. Keeping in view his rich and varied experience in the Industry and his involvement in the operations of the Company over a long period of time, it would be in the interest of the Company to continue his employment as a Whole-time Director and Key Managerial Personnel, designated as 'Executive Director and Chief Financial Officer' of the Company.

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The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 29th May, 2019, re-appointed Mr. Satish C. Vishwakarma (DIN: 06891937) as a Whole-time Director and Key Managerial Personnel, designated as Executive Director and Chief Financial Officer of the Company, liable to retire by rotation, for a further period of 1 (one) year with effect from 27th May, 2020 till 26th May, 2021.

The approval of the members is being sought to the terms, conditions and stipulations for the re-appointment of Mr. Satish C. Vishwakarma as a Whole-time Director and Key Managerial Personnel, designated as 'Executive Director and Chief Financial Officer' of the Company and the remuneration payable to him.

The material terms of appointment and remuneration are given below :-

- (a) SALARY : Rs. 78,750/- per month.
- (b) SPECIAL ALLOWANCE : Rs. 51,762/- per month.
- (c) BONUS : Equals to one month salary.
- (d) VARIABLE PAY : Rs. 400,000/- per annum based on Annual Performance Achievement.
- (e) PERQUISITES : Mr. Satish C. Vishwakarma will be entitled to the following perquisites in addition to salary, restricted to an amount equal to his annual salary.

Unless the context otherwise requires, perquisites are classified into three categories A, B and C as follows:-

CATEGORY - A

This will comprise of house rent allowance, leave travel concession, medical reimbursement and other benefits. These may be provided for as under:-

House Rent Allowance

House Rent Allowance of Rs. 2,500/- per month.

Medical Reimbursement

Reimbursement of medical expenses for self and his family as per rules of the Company.

Leave Travel Concession

Leave travel concession once in a year, in accordance with the rules of the Company.

Other benefits and Allowances

Following other benefits may be allowed to Mr. Satish C. Vishwakarma:

Conveyance allowance and other benefits, facilities and allowances as may be available, as per rules of the Company.

The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable, otherwise at actuals.

Explanation:

For the purpose of Category - 'A', family means, the spouse, the dependent children of Mr. Satish C. Vishwakarma.

CATEGORY - B

- i) Contributions to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act, 1961.
- ii) Gratuity payable as per Gratuity Act, 1972.
- iii) Encashment of Leave at the end of the tenure will be permitted as per the rules of the Company and will not be included in the computation of the ceiling on perquisites.

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CATEGORY - C

Company to provide Car facility with reimbursement of fuel expenses to the extent of Rs. 15,000/- per month under the policy of the Company, whereby 70% of the purchase amount is to be borne by the Company and rest 30% to be recovered from Mr. Satish C. Vishwakarma. He will also be provided with a mobile, laptop and internet connection for the purpose of the Company's business, which will also not form part of perquisites.

Minimum Remuneration

In the event of loss or inadequacy of profits during the currency of tenure of office of Mr. Satish C. Vishwakarma, the Company shall pay him remuneration by way of salary and perquisites in accordance with the limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 now in force and as may be amended from time to time.

Sitting Fee

Mr. Satish C. Vishwakarma shall not, so long as he acts as the Executive Director of the Company be paid any sitting fee for attending any meeting of the Board or any Committee thereof.

Other Terms

Mr. Satish C. Vishwakarma shall not, during the continuance of his employment hereunder or at any time thereafter, divulge or disclose to any person or make use whatever for his own or for any other purpose any confidential information or knowledge acquired by him during his employment under the Company as to the business or affairs of the Company or as to any trade secret or secrets, processes of the Company and shall, during the continuance of his employment hereunder, use his best endeavors to prevent any other person from doing so.

Mr. Satish C. Vishwakarma hereby undertakes that so long as he functions as the Executive Director, of the Company, he shall not become interested or otherwise concerned directly or indirectly, or through his spouse and/or minor children in any selling agency of the Company in future without the prior approval of the Central Government.

The Board of Directors may, in their discretion, revise or modify any of the terms of appointment and remuneration from time to time within the limits laid down in Schedule V to the Act.

Termination

Notwithstanding anything contained in this Agreement, either party, shall be entitled to determine the Agreement by giving 3 (Three) calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, the Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever, to terminate the Agreement on giving to Mr. Satish C. Vishwakarma 3 (Three) months' salary as specified hereinabove in lieu of three months' notice required to be given under this Clause.

Service of Notice

Any notice to be given hereunder shall be sufficiently given or served in case of Mr. Satish C. Vishwakarma by being delivered either personally to him or left for him at his address last known to the Company or sent by registered post addressed to him at such address and in the case of the Company by being delivered at or sent by registered post addressed to its registered office, any such notice if so posted shall be deemed served on the day following that on which it was posted.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder, the Board recommends the Special Resolution set out at item no. 5 of the accompanying Notice for the approval of the Members. The re-appointment of Mr. Satish C. Vishwakarma is appropriate and in the best interest of the Company.

Copy of the Draft Agreement and the Register maintained in pursuance of Section 189 of the Companies Act, 2013, would be available for inspection by the members at the Registered Office of the Company, on any working day prior to the date of the meeting between 3.00 p.m. to 5.00 p.m. and will also be available at the Meeting.