



37th ANNUAL REPORT
2020-2021

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
O-318,TF, Neelkanth Plaza, Alpha -1, Commercial Belt,
Near Alpha-1 Metro Station,
Greater Noida - 201310 (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

CIN:

L51109DL1983PLC318655

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
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 No.: 011-2834 1085

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

Email: silinvestors@schablona.in, Website: www.schablona.in

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Schablona India Limited will be held on Tuesday, the 24 August, 2021 at deemed venue at Registered Office of the Company at 82/19 Bhakerwara Road, Mundka, New Delhi - 110 041 at 2.30 P.M. through Video Conferencing ("VC")/ Other Audio/ Visual Means ("OAVM") to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 March, 2021 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 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 27 May, 2021 till 26 May, 2022.

"**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 Audit Committee and 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 27 May, 2021 till 26 May, 2022 or till the date of receipt of final Order of Hon'ble NCLT approving Scheme of Amalgamation of the Company with Somany Ceramics Limited, whichever is earlier, 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 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**

Place : Noida
Date : 22 June, 2021

(Ritika Mansata)
Company Secretary

NOTES:

1. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, the 17 August, 2021 to Tuesday, the 24 August, 2021 (both days inclusive).
2. 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.
3. Members having multiple folios in the same name(s) may inform the Company for consolidation into one folio.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170

of the Companies Act, 2013 and Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection.

5. Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode are not processed by the Company, effective 1 April, 2019. Thus members are requested to dematerialize their shares held in physical form.
6. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the unpaid/unclaimed dividend upto the year 2011-2012 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. The Company has not declared any dividend for the year ended 31st March, 2013 onwards.
7. 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 37th Annual General Meeting is annexed to the Notice.
8. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 8 April, 2020, 13 April, 2020 and 5 May, 2020 and 13 January, 2021 ("MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its circular dated 12 May, 2020 and 15 January, 2021 ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 37th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is given below in the e-voting instructions.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8 April, 2020, 13 April, 2020, 5 May, 2020 and 13 January, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The attendance of the Members joining the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, pursuant to Section 113 of the Companies Act, 2013, Corporate Members (i.e. other than Individuals/HUF, NRI, etc or Trust(s)) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPG Format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM to the Scrutinizer by email through its registered email address to ppincha@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on

the Company's website i.e. www.schablona.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com.

14. In continuation of this Ministry's **General Circular No. 20/2020**, dated 5 May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated 13 January, 2021.
15. The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid, Partner of M/s. Pinchaa & Co., Company Secretaries, (Membership No. 44537, CP No. 16300) as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting in a fair and transparent manner.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Voting through electronic means (remote e-voting):

- I. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: 9.00 A.M. (IST) on Saturday, 21 August, 2021
 - b. End of remote e-voting: 5.00 P.M. (IST) on Monday, 23 August, 2021
 - c. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- II. Voting rights of the Members for voting through remote e-voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 17 August, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow the same procedure as given below for remote e-voting.
- IV. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- V. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

VI. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant "Schablona India Limited" on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; silinvestors@schablona.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at silinvestors@schablona.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at silinvestors@schablona.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA of the Company at mdpldc@yahoo.com

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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 55 years and is a M.Sc (Chemistry) and a M.B.A. He has been associated with the Company for a period of 23 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.

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

Item No. 3

Mr. Satish C. Vishwakarma (DIN : 06891937) was re-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 35th Annual General Meeting of the Company, held on 13 September, 2019 for a period of 1(one) year with effect from 27 May, 2020 till 26 May, 2021. Accordingly his said term of appointment expired on 26 May, 2021. The Board of Directors of the Company on the recommendation of the Audit Committee and Nomination and Remuneration Committee, at its meeting held on 24 May, 2021, 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 27 May, 2021 till 26 May, 2022 or till the date of receipt of final Order Hon'ble NCLT approving Scheme of Amalgamation of the Company with Somany Ceramics Limited, whichever is earlier.

Mr. Satish C. Vishwakarma, aged about 55 years, is a M.Sc (Chemistry) and a M.B.A. He has been associated with the Company for a period of 23 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.

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.

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.