

# ANNUAL REPORT 2017 -18

## **Board of Directors**

1. Shri Sudhir Samdani
2. Shri Jagdish Rathi
3. Shri Rakesh Sethiya
4. Shri Bhagwati Prasad Sharma
5. Mrs Swati Chhajed

Managing Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director

## **Statutory Auditors**

B. K. Dad & Associates,  
Chartered Accountants  
Chittorgarh (Raj.)

## **Company Secretary**

Madhu Bala Sharma

## **Bankers**

State Bank of India  
Axis Bank

## **Listed At**

Bombay Stock Exchange Ltd, Mumbai  
Kolkata Stock Exchange Association

## **Registrar & Share Transfer Agents**

Ankit Consultancy Pvt. Ltd.  
Plot No. 60, Electronic Complex,  
Pardesipura,  
Indore - 452010(M.P)  
Phone: 0731-2551745-46  
Fax: 0731-4065798  
Email ID: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)

## **Administrative Office:**

22, Gumasta Nagar  
Indore - 452009 (M.P)

## **Registered Office**

SYSTEMATIX SECURITIES LTD.  
CIN: L65999WB1986PLC040357  
Registered Office: 237, Kamalaya centre,  
156-A Lenin Sarani, Kolkata (WB)  
WEB: <http://www.systematixsecurities.com>  
EMAIL: [systematixctor@gmail.com](mailto:systematixctor@gmail.com)  
Phone: 033-22157781 Fax: 033-22155378

## NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Systematix Securities Ltd. will be held on Thursday, 27<sup>th</sup> September, 2018 at 10.30 A.M. at 237, Kamalaya Centre, 156-A Lenin Sarani Road, Kolkata INDIA, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2018 and Statement of Profit & Loss Account of the Company for the year ended on the same date together with the Report of Board of Directors and Auditors thereon.

2. To ratification Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** subject to the provisions of section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. B. K. Dad & Associates, Chartered Accountants, Chittorgarh registered with the Institute of Chartered Accountants of India vide ICAI Registration No. 018840C, the Retiring Auditors of the Company, be and are hereby rectifies the appointed as the Statutory Auditor of the Company for the Financial Year 2018-19 on such remuneration as may be fixed by the Board.

### **SPECIAL BUSINESS:**

3. To Re-appointment Mr. Sudhir Samdani (DIN 00890642) as a Managing Director of the Company. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**" RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013('the Act') (including any statutory modification or reenactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, the Company hereby approve the re-appointment and terms of the remuneration of Mr. Sudhir Samdani (DIN 00890642) as Managing Director of the Company for a period of 5 year with effect from 1<sup>st</sup> October, 2018 to 30<sup>th</sup> September, 2023 upon the terms, condition and stipulation set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sudhir Samdani."

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

### **4. Appointment of Mr. Rajesh Kumar Inani (DIN 00410591) Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, Mr. Rajesh Kumar Inani (DIN 00410591), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."



**5. Appointment of Mr. Rajesh Kumar Inani (DIN 00410591) Director of the Company**

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

**RESOLVED THAT** pursuant to Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to requisite regulatory approvals, if any, consent of the Company be and is hereby accorded for appointment of Mr. Rajesh Kumar Inani (DIN 00410591) as a Whole-time Director of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting of the Company to be held in the calendar year 2023 and he shall not be liable to retire by rotation, upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment ) with authority to the Board of Directors to alter and vary the term and conditions of the said appointment in such manner as may be agreed to between the board of directors and Mr. Rajesh Kumar Inani .

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration of Mr. Rajesh Kumar Inani based on the recommendation of the Nomination and Remuneration Committee subject to the condition that the remuneration shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013."

**6. To appointment of Mr. Sumit Kothari as an Independent Director 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 the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 , and the Regulation 16(1)(b) of the listing regulation as may be amended from time to time, Mr. Sumit Kothari, in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to 30<sup>th</sup> September ,2023 and he shall not be liable to retire by rotation."

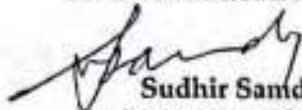
**7. To appointment of Dr. Kiran Bhatnagar as an Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 , and the Regulation 16(1)(b) of the listing regulation as may be amended from time to time, Dr. Kiran Bhatnagar, in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to 30<sup>th</sup> September ,2023 and he shall not be liable to retire by rotation."

Place: Indore  
Date: 13/08/2018

By Order of the Board of Directors  
For SYSTEMATIX SECURITIES LTD

  
Sudhir Sandani  
(Managing Director)  
(DIN 00890642)



**Notes:-**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PERSON NEED NOT BE THE MEMBER OF THE COMPANY. The Instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office of the Company not less than 48 hours before the commencement of Meeting.
- A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form for the Annual General Meeting is enclosed.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) Send their Email address to us for prompt communication and update the same with Company to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2017-18 will also be available for the Company's website i.e <http://www.systematixsecurities.com>
- The Register of Members and share transfer book of the Company will remain closed during the period from Friday 21<sup>st</sup> Day of September, 2018 to Thursday 27<sup>th</sup> Day of September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- A statement pursuant to Section 102(1) of the Companies Act 2013, relating to the special business to be transacted at the meeting is annexed hereto.
- Members are requested to send their queries, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore M.P.
- The Company has designated an exclusive email ID [systematixctor@gmail.com](mailto:systematixctor@gmail.com) which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Registrar and Share Transfer Agents/Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank.



- Additional information pursuant to Regulation 36(3) of the Listing Regulation with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Annual Report. The Directors have furnished the requisite consents/declarations for their appointment / re-appointment.
- Electronic copy of the Annual Report for 2018 is being sent to all the Members whose e-mail ids are registered with the Company for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2018 is being sent in the permitted mode. Members who do not yet register their e-mail id so far are requested to register the same with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to our Registrar Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore M.P for sending the document in electronic form.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014, the company is pleased to offer the facility of the voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered into an agreement with the CDSL for facilitating E-voting. The Procedure and instructions for E-voting given below:

#### **Instructions for shareholders voting through electronic means:**

- The e-voting period begins on Monday, 24<sup>th</sup> September, 2018 from 9.00 A.M. and ends on Wednesday, September, 26<sup>th</sup> 2018 at 5.00 p.m. During this period shareholders' of the Company, as on the cut-off date (record date) of Thursday 20<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- Click on "Shareholders" tab.
- Now, select the "SYSTEMATIX SECURITIES LTD." from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the <u>folio sequence</u> number in the PAN Field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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"> <li>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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant < SYSTEMATIX SECURITIES LTD.> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



#### Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) 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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- M/S Anil Somani & Associates, Practicing Company Secretary (Membership No. A36055) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- The scrutinizer, immediately after conclusion of voting at the Annual General Meeting shall first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any other Director of the Company, who shall countersign the same and declare the result of the voting forthwith
- The Results shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer's Report shall be placed on the Company's website <http://www.systematixsecurities.com> and website of CDSL and will be communicated to the stock exchange.

Relevant documents referred to in this Notice are open for inspection at the registered office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

#### Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.3 Mr. Sudhir Samdani having rich and diversified experience and keeping in view the contribution made by him in all round progress of the Company it is proposed to reappoint as Managing Director of the Company from 1st October 2018 to 30<sup>th</sup> September 2023 on remuneration as detailed in the resolution. The purpose of the remuneration will be in the limits prescribed for the Managerial person in Schedule V of the Companies Act, 2013.

Accordingly, it is proposed to reappoint him as Managing Director w.e.f. 1st October, 2018 on remuneration as mentioned in resolution. For the same remuneration committee and Board of Directors have accorded their approval subject to approval of the members. The main terms and conditions of re-appointment are as under:

Except proposed appointee no other Director is concerned or interested in the proposed resolution. The contents of resolution along with explanatory statement and details contains therein shall be deemed to be abstract of the terms and conditions of change in remuneration of Mr. Sudhir Samdani .

- (a). **Salary :-** Rs. 50000-5000-70000 per month.
- (b). **Perquisites:-** Perquisites shall be allowed in addition to both salary and commission However, it shall be restricted to an amount equal to the annual salary as mentioned in (a) above.



Perquisites are presently classified as follows:

- (i). **Housing/House rent allowance:**  
The expenditure incurred by the Company will be subject to a ceiling of 60 % of the salary.
- ii) **Gas, electricity, water and furnishing. :**  
The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
- iii) **Medical reimbursement:**  
Expenses incurred for the appointee and his family.
- iv) **Leave and Leave travel concession:**  
Leave as per the rules of the Company including encashment of leave. Leave travel concession for self and family once in a year incurred in accordance with the rules of the company.
- v) **Club fees:**  
Fees of Clubs subject to a maximum of two Clubs.
- vi) **Personal accident insurance:**  
Personal accident insurance of an amount the annual premium of which does not exceed Rs.4000/-.
- (c). **Other payment and provisions which shall not be included in the computation of the ceiling on remuneration:**
  - i) **Contribution towards Provident Fund and Superannuation Fund:**  
Contribution towards Provident Fund will be at the rate of 12.0% of the salary and further as per amended provisions of the relevant Acts and Rules. Contribution to Pension/ Superannuation/ Annuity Fund is to be at the rate of 15% of the salary.
  - ii) **Gratuity:**  
Gratuity payable at the rate of one half month's salary for each completed year of service.
  - iii) **Encashment of leave :**  
As per rules of the Company
  - iv) **Telephone:**  
Provision of telephone at residence and/or mobile phone(s).
- (d). **Reimbursement of Expenses:**
  - i) **Entertainment Expenses:** Reimbursement of entertainment expenses actually and properly incurred for the business of the Company subject to a reasonable ceiling as may be fixed from time to time by the Board.
  - ii) **Traveling Expenses:** Reimbursement of traveling expenses actually and properly incurred for the business of the Company subject to norms as may be fixed from time to time by the Board.

#### MINIMUM REMUNERATION:

In the event of loss, absence or inadequacy of profits, in any financial year during the currency of tenure of Mr. Sudhir Samdani, the remuneration aforesaid shall be the minimum remuneration payable to him as per mutual consent between board of directors and Mr. Sudhir Samdani. However, any excess over the limits on minimum remuneration prescribed under the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 shall be payable to Mr. Sudhir Samdani with the approval of the Central Government, if so, required .

Further in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or any provision of the Companies Act, Income-tax Act and to Income tax Rules or issuance of any notification under the aforesaid Acts/ Rules, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration/ minimum remuneration including salary, commission perquisites and other allowances within such revised limit or ceiling without any further reference to the company in General Meeting or the Central Government.



Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder, Mr. Rajesh Kumar Inani (DIN 00410591), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation. Requisite consent has been received from Mr. Rajesh Kumar Inani pursuant to Section 152 of the Companies Act 2013.

Further, subject to approval of Members and in accordance with recommendations of Nomination & Remuneration Committee, approved appointment of Mr. Rajesh Kumar Inani as a Whole-time Director of the Company designated as Executive Director for a period of 5 years with effect from the conclusion of this Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting of the Company to be held in the calendar year 2023.

The Company has received a notice in writing under the provisions of section 160 of the Companies Act 2013 from a member along with a requisite deposit proposing the candidature of Mr. Rajesh Kumar Inani for the office of Director.

Mr. Rajesh Kumar Inani knowledge and experience will be of benefit to the company. The main term and conditions of appointment are as under:

(a) Salary:- Rs 40,000-50000-60,000 per month.

(b) Perquisites:- Perquisites shall be allowed in addition to both salary as mentioned in (a) above.

Perquisites are presently classified as follows:

(i) Housing /House rent allowance:

The expenditure incurred by the Company will be subject to a ceiling of 60% of the salary.

(ii) Gas, electricity, water and furnishing:

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.

(iii) Medical reimbursement:

Expenses incurred for the appointee and his family.

(iv) Leave and leave travel concession:

Leave as per the rules of the company including encashment of leave. Leave travel concession for self and family once in a year incurred in accordance with the rules of the company.

(v) Club Fees:

Fees of Clubs subject to a maximum of two Clubs.

(vi) Personal accident insurance

Personal accident insurance of an amount the annual premium of which does not exceed Rs. 4000/-

(c) Other payment and provisions which shall not be included in the computation of the the ceiling on remuneration:

i) Contribution towards Provident Fund and Superannuation Fund:

Contribution towards Provident Fund will be at the rate of 12.0% of the salary and further as per amended provisions of relevant Acts and Rules. Contribution to pension/Superannuation/Annuity Fund is to be at the rate of 15% of the salary.

ii) Gratuity:

Gratuity payable at the rate of one half month's salary for each completed year of service.

iii) Encashment of leave:

As per rules of the Company

i) Telephone:

Provision of telephone at residence and/or mobile phone(s)

(d) Reimbursement of Expenses:

- i) Entertainment Expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the Company subject to a reasonable ceiling as may be fixed for time to time by the Board.
- ii) Traveling Expenses: Reimbursement of traveling expenses actually and properly incurred for the business of the Company subject to norms as may be fixed for time to time by the Board.

**Minimum Remuneration**

In the event of loss, absence or inadequacy of profits, in any financial year during the currency of tenure of Mr. Rajesh Kumar Inani, the remuneration aforesaid shall be the minimum remuneration payable to him as per mutual consent between board of directors and Mr. Rajesh Kumar Inani. However, any excess over the limits on minimum remuneration prescribed under the Companies Act 2013, read with Schedule V to the Companies Act, 2013 shall be payable to Mr. Rajesh Kumar Inani with the approval of the Central Government, if so, required.

Further in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or any provision of the Companies Act, Income - tax Act and to Income tax Rules or issuance of any notification under the aforesaid Acts/ Rules, the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration/minimum remuneration including salary, commission perquisites and other allowances within such revised limit or ceiling without any further reference to the company in General Meeting or the Central Government. None of the director are interested in above resolution being relatives of Mr. Rajesh Kumar Inani.

**Item No. 6 & 7**

Mr. Sumit Kothari and Dr. Kiran Bhatnagar are proposed to be appointed as an Independent Director for Five consecutive years for a term upto 30<sup>th</sup> September 2023. The Company has received a notice in writing under the provisions of section 160 of the Companies Act 2013 from a member along with a requisite deposit for proposing the candidature of Mr. Sumit Kothari and Dr. Kiran Bhatnagar for the Independent Director of the Company.

Shri Sumit Kothari and Dr. Kiran Bhatnagar have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of above directors as Independent Directors is now being recommended for a term of 5 (five) consecutive years up to 30<sup>th</sup> September 2023 and placed before the Members for approval.