

# **VENTURA TEXTILES LIMITED**

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ANNUAL REPORT  
2019 - 2020

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## VENTURA TEXTILES LIMITED

### 50<sup>th</sup> Annual Report 2019-2020

#### BOARD OF DIRECTORS

<b>Mr. P. M. Rao</b>	<i>Chairman &amp; Managing Director</i>
<b>Mr. Abhijit Rao</b>	<i>Whole-Time Director &amp; CFO</i>
<b>Mr. Shyam Karmarkar</b>	<i>Director (Independent)</i>
<b>Mrs. Ratnakumari Girija Maganti</b>	<i>Director (Independent)</i>
<b>Mrs. Sawani Sadalage</b>	<i>Company Secretary</i>

#### REGISTERED OFFICE

Unit No. 121, Midas, Sahar Plaza, J. B. Nagar,  
Andheri (East), Mumbai – 400 059.

#### PLANT

Gonde, Nashik District, Maharashtra.

#### AUDITORS

**Govind Prasad & Co.**  
Chartered Accountants

#### BANKERS

**Janakalyan Sahakari Bank Ltd.**  
Corporation Bank

#### SOLICITORS

**M/s. Bharucha & Partners**

#### REGISTRARS & SHARE TRANSFER AGENT

**Link Intime India Pvt. Ltd.**  
C-101, 01<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai-400083.

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**NOTICE**

**NOTICE** is hereby given that the 50<sup>th</sup> **Annual General Meeting (AGM)** of **Ventura Textiles Limited** (the "Company") will be held on **Tuesday, 22<sup>nd</sup> December, 2020** at the Registered Office of the Company at Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 at 11:00 A.M.to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, along with the reports of the Board of Directors and Auditors thereon.

To consider and if deemed fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Mohan Rao Penugonda (DIN:00197973), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if deemed fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** Mr. Mohan Rao Penugonda (DIN: 00197973), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."

**"RESOLVED FURTHER THAT** the re-appointment of Mr. Mohan Rao Penugonda (DIN: 00197973), as a Director liable to retire by rotation shall not in any way constitute a break in his existing office as the Chairman & Managing Director of the Company."

**SPECIAL BUSINESS:**

3. Reappointment of Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman & Managing Director of the Company:

To consider and if deem fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to approval of the Central Government or such other approvals, if any, required the approval of members of the company be and is hereby accorded to the reappointment of Mr. Mohan Rao Penugonda (DIN: 00197973) who has attained the age of 70 years, as the Chairman and Managing Director (CMD) of the company for a period of five years with effect from July 01,2020, at such remuneration (The remuneration will be paid for maximum for period of first three years, on account of the loss or inadequacy of profit) and on the terms and conditions, as per the explanatory attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the re-appointment in accordance with the provisions of the Act, as may be agreed to between the Board of Directors and Mr. Mohan Rao Penugonda."



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**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the appointment in accordance with the provisions of the act and as per explanatory statement attached to this notice and as may be agreed to between the Board of Directors of the Company and Mr. Mohan Rao Penugonda.”

On behalf of Board of Directors of  
Ventura Textiles Limited

Date: 28<sup>th</sup> November, 2020  
Place: Mumbai

Mohan Rao Penugonda  
Chairman & Managing Director  
DIN: 00197973

**Registered Office:**

Unit No.121, Midas, Sahar Plaza  
J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059  
**CIN: L21091MH1970PLC014865**  
**Tel No: 022- 2834 4453 Fax No.: 022-2835 1974**  
**email-id:pmrao@venturatextiles.com**  
**Website: www.venturatextiles.com**

**NOTES:**

1. Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business under Item No. 03 is attached and forms part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERD OFFICE/CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING (AGM). A PROXY FORM IS ENCLOSED.**
3. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. In term of Section 152 of the Companies Act, 2013, Mr. Mohan Rao Penugonda (DIN:00197973), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment.  
  
Details of Director appointment / reappointment as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India is given in **Annexure-B**, which forms part of this Annual Report.
5. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at a meeting of the Company, would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days notice in writing is given to the Company.

7. The Share Transfer Books and Register of Members of the Company will remain closed from Wednesday 16th December, 2020 to Tuesday 22nd December 2020 (both days inclusive).
8. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH - 13. The Members holding shares in demat form may contact their respective DP for recording of nomination.
9. Members, Proxies and Authorized Representatives are requested to bring the attendance slip enclosed herewith duly completed and signed along with their copy of Annual Report to the AGM. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the AGM. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID details for identification.
10. 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.
11. Members are requested to notify immediately the change in their address/Bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and in respect of their physical share folios to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C-101, 01<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083.
12. Members are requested to quote their Ledger Folio Number/Client ID Number in all their future correspondences.
13. Non-Resident Indian members are requested to inform M/s Link Intime India Private Limited immediately of :
  - a) Change in their residential status on return to India for permanent settlement; and
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account no. and address of the bank with PIN Code No., if not furnished earlier.
14. Members are requested to register/update their bank details with their Depository Participants as well as the Company to enable expeditious credit of the dividend to their bank accounts electronically.
15. Members desiring any information with regard to Accounts/Reports are requested to write to the Company at least ten days before the Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.
16. The Register of Directors and Key Managerial Personnel and their Shareholding in the Company maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts maintained by the Company under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
17. In compliance with MCA General Circular 20/2020 dated 5th May, 2020 and SEBI Circular dated May 12, 2020 Notice of the 50th AGM along with the Annual Report FY 2019-20 is being sent through electronic mode to those shareholders who holds equity shares of the Company as on 20th November, 2020 and have registered their email address with the Company/Depositories. Members may note that the notice and Annual Report 2019-20 will also be available on the company's website at [www.venturatextiles.com](http://www.venturatextiles.com) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on CDSL's website [www.evotingindia.com](http://www.evotingindia.com).

To comply with the provisions of section 88 of the companies (Management and Administration) Rules 2014, the company is required to update its database by incorporating members, designated Email ID in its records. Accordingly members are requested to submit their e-mail ID vide the email updation form available on the website of the



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Link Intime India Private Limited, RTA of the Company having web link [https://www.linkintime.co.in/EmailReg/Email\\_Register.html](https://www.linkintime.co.in/EmailReg/Email_Register.html). The same could be done by filling up and signing at the appropriate place in the said form and by returning this form by post. The email ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the company.

18. To support the green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their e-mail Address with Depository Participant only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the Depository Participant will automatically reflect in the Company's subsequent records.
19. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
20. There is no amount outstanding or due for a period of more than seven years, which the Company is required to transfer to the Investor Education and Protection Fund of the Central Government as required under Section 124 of the Companies Act, 2013.
21. Members who still hold shares certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity (trading is permitted in dematerialized form only), electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
22. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.venturatextiles.com](http://www.venturatextiles.com)
23. M/s. Govind Prasad & Co., Chartered Accountants (Firm Registration No. 114360W) have been acting as the Statutory Auditors of the Company since the conclusion the 47<sup>th</sup> Annual General Meeting (AGM) held on September, 2017. They were appointed for a period of five consecutive years commencing from the conclusion of the 47<sup>th</sup> Annual General Meeting till the conclusion 52<sup>nd</sup> Annual General Meeting, subject to ratification by the members of the Company at every Annual General Meeting. The requirement of ratification of auditors by the members is no longer required. However M/s. Govind Prasad & Co., Chartered Accountants have confirmed that they are not disqualified to continue as the Statutory Auditors of the Company.
24. A roadmap showing directions to reach the venue of the AGM is given at the end of this Notice.
25. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) and Regulation 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The 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.

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation, the Company is pleased to provide remote e-voting facility to the members to cast their votes from a place other than the venue of the Annual General Meeting. Further, the Company is also providing Postal Ballot Forms to the members attached to the Notice to exercise their voting rights.

The e-voting period commences on Saturday, 19<sup>th</sup> December, 2020 (9.00 a.m.) and ends on Monday, 21<sup>st</sup> December, 2020 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 15<sup>th</sup> December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by e-voting, shall be able to exercise their rights at the AGM through Ballot Paper.

The Company has appointed M/s. S. Anantha & Ved LLP, Company Secretaries, (AAH-8229) and Mumbai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

### The instructions for shareholders voting electronically are as under:

- i) Any person, who acquires shares of the Company and become member of the Company after the dispatch of the notice and holding shares as on the cut-off date i.e. Tuesday, 15<sup>th</sup> December, 2020 may obtain login Id and password by sending a request to the Compliance Officer.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii) Click on Shareholders.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 digits client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <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 (iv).</li></ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.



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- ix) 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for "Ventura Textiles Limited".
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) 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.
- xviii) Note for Non – Individual Shareholders and Custodians.
- xix) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- xx) 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).
- xxi) 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.
- xxii) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- xxiii) 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.
- xxiv) 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).



1.
  - a) M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai (LLPIN: AAH 8229) have been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
  - b) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - c) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.venturatextiles.com](http://www.venturatextiles.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

### IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Share Transfer Agent, **M/s. Link Intime India Private Limited** Email: [zoaib.mukadam@linkintime.co.in](mailto:zoaib.mukadam@linkintime.co.in)



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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 (1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

#### **Item No. 3: Reappointment of Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman & Managing Director of the Company**

The Board of Directors of the Company at its meeting held on June 30, 2015, had reappointed Mohan Rao Penugonda as the Chairman and Managing Director of the Company for the period of 5(Five) years w.e.f July 01, 2015. His tenure as the Chairman and Managing Director of the company lapsed on June 30, 2020.

Further, the Board of Director's of the company at its meeting held on June 30, 2020 on the basis of the recommendation of the Nomination and Remuneration Committee has re-appointed, Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman and Managing Director, for a period of 5 (five) years i.e w.e.f. July 01, 2020 to June 30, 2025, subject to approval by the members of the company at the Annual General Meeting.

Section 196(3) of the Act read with Part I of Schedule V provides that no company shall appoint or continue the employment of any person as Managing Director, Whole Time Director or Manager who has attained the age of 70 years unless it is approved by the shareholders as a special resolution. Mr. P. M.Rao is over seventy years of age on the date of re-appointment.

Keeping in view that Mr. Mohan Rao Penugonda associated with the Company for more than 3 decades. Due to his hard work and belief, the company is reviving and is expected to turnaround in years to come. Mr. Mohan Rao Penugonda has business experience of decades and has a rich and vast all-round knowledge and experience in the business of textile industry. Moreover he attends to the day to day affairs of company and also actively involved in operations concerning revival of company through financial restructuring and other required efforts. The Board considers that his association would be immense benefit to the company and recommends the resolution, for the approval of members of the company to be passed as a special resolutions.

The Company has carried out modernization of its open end spinning division with the installation of State-of-the-art machines to produce high quality Open end yarn to meet the demand for industrial fabric/ denim manufacturing. His vast experience and knowledge in this field will be of utmost important for the growth of the company.

Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on 30<sup>th</sup> June 2020, on the recommendation of Nomination & Remuneration Committee, has reappointed Mr. Mohan Rao Penugonda as "Chairman and Managing Director" for a term of 5 (five) consecutive years, w.e.f 1<sup>st</sup> July, 2020 to June 30, 2025, subject to the approval of the members by way of special resolution.

Hence, the Board of Directors considers that his association would be of immense benefit to the Company sand recommends the resolution as set out under Item No. 03, for the approval of members of the Company to be passed as a Special Resolution.

Terms and Conditions of Managerial Remuneration payable to Mr. Mohan Rao Penugonda, Managing Director for the tenure of their appointment are as follows:-

#### **Option A:**

In case of the company having adequate profits, the managerial persons will be paid such remuneration, within the limits specified from time to time under section 197, read with section I of Part II of Schedule V to the Act viz. The total managerial remuneration payable by a public company, to its Directors, including Managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-Time-Director, and its manager in respect of any financial year shall not exceed ten percent of the net profits of that company for that financial year computed in the manner laid down in section 198, except that the remuneration of the directors shall not be deducted from the gross profit;