

**POWER | STEEL | MINING****NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

NOTICE BE AND IS HEREBY GIVEN THAT AN **EXTRAORDINARY GENERAL MEETING ("EGM")** OF THE SHAREHOLDERS OF SHRI BAJRANG POWER AND ISPAT LIMITED WILL BE HELD ON MONDAY, THE 22<sup>ND</sup> DAY OF APRIL 2019 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VILLAGE BORJHARA, URLA GUMA ROAD, URLA GROWTH CENTER, RAIPUR, CHHATTISGARH - 493221 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

**ITEM NO. 1****REVISION IN REMUNERATION OF SHRI RAJENDRA GOEL, EXECUTIVE DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee dated March 28<sup>th</sup>, 2019, approval of the Board dated March 28<sup>th</sup>, 2019 and as per the provisions of sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of **Shri Rajendra Goel** (DIN: 01263958) with effect from April 01<sup>st</sup>, 2019 as follows:-

| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| BASIC SALARY                | 4,00,000        | 48,00,000        |
| HOUSE RENT ALLOWANCE        | 2,00,000        | 24,00,000        |
| MEDICAL ALLOWANCE           | 1,00,000        | 12,00,000        |
| CONVEYANCE ALLOWANCE        | 1,00,000        | 12,00,000        |
| <b>TOTAL SALARY PAYABLE</b> | <b>8,00,000</b> | <b>96,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**ITEM NO. 2****REVISION IN REMUNERATION OF SHRI SURESH GOEL, EXECUTIVE DIRECTOR CUM CHAIRMAN OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee dated March 28<sup>th</sup>, 2019, approval of the Board dated March 28<sup>th</sup>, 2019 and as per the provisions of sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of

CIN No. : U27106CT2002PLC015184

Regd. Office / Works : Vill. Borjhara, Urla-Guma Road, Urla Growth Center, Raipur 493 221 (C.G.)

Ph. : +91-771-4288019 / 29 / 39, Fax : +91-771-4288123

E-mail : info.bjr@goelgroup.co.in, commercial.bjr@goelgroup.co.in

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Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of **Shri Suresh Goel** (DIN: 00115834) with effect from April 01<sup>st</sup>, 2019 as follows:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 4,00,000         | 48,00,000        |
| HOUSE RENT ALLOWANCE        | 2,00,000         | 24,00,000        |
| MEDICAL ALLOWANCE           | 1,00,000         | 12,00,000        |
| CONVEYANCE ALLOWANCE        | 1,00,000         | 12,00,000        |
| <b>TOTAL SALARY PAYABLE</b> | <b>8,00,000</b>  | <b>96,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 3**

**REVISION IN REMUNERATION OF SHRI NARENDRA GOEL, MANAGING DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee dated March 28<sup>th</sup>, 2019, approval of the Board dated March 28<sup>th</sup>, 2019 and as per the provisions of sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of **Shri Narendra Goel** (DIN: 00115883) with effect from April 01<sup>st</sup>, 2019 as follows:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 4,00,000         | 48,00,000        |
| HOUSE RENT ALLOWANCE        | 2,00,000         | 24,00,000        |
| MEDICAL ALLOWANCE           | 1,00,000         | 12,00,000        |
| CONVEYANCE ALLOWANCE        | 1,00,000         | 12,00,000        |
| <b>TOTAL SALARY PAYABLE</b> | <b>8,00,000</b>  | <b>96,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 4**

**REVISION IN REMUNERATION OF SHRI ANAND GOEL, EXECUTIVE DIRECTOR OF THE COMPANY.**

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



**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee dated March 28<sup>th</sup>, 2019, approval of the Board dated March 28<sup>th</sup>, 2019 and as per the provisions of sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of **Shri Anand Goel** (DIN: 00796135) with effect from April 01<sup>st</sup>, 2019 as follows:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 4,00,000         | 48,00,000        |
| HOUSE RENT ALLOWANCE        | 2,00,000         | 24,00,000        |
| MEDICAL ALLOWANCE           | 1,00,000         | 12,00,000        |
| CONVEYANCE ALLOWANCE        | 1,00,000         | 12,00,000        |
| <b>TOTAL SALARY PAYABLE</b> | <b>8,00,000</b>  | <b>96,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

#### **ITEM NO. 5**

#### **APPROVAL FOR INCREASE IN SALARY OF SHRI BAJRANG GOEL AND HOLDING AN PLACE OF PROFIT IN THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated March 28<sup>th</sup>, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Shri Bajrang Goel, Chief Accounts Officer and holding an place of profit in the Company by Rs. 5,00,000 p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 2,50,000         | 30,00,000        |
| HOUSE RENT ALLOWANCE        | 1,25,000         | 15,00,000        |
| MEDICAL ALLOWANCE           | 62,500           | 7,50,000         |
| CONVEYANCE ALLOWANCE        | 62,500           | 7,50,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>5,00,000</b>  | <b>60,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”



**ITEM NO. 6****APPROVAL FOR INCREASE IN SALARY OF SHRI SANDEEP GOEL AND HOLDING AN PLACE OF PROFIT IN THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated March 28th, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Shri Sandeep Goel, Chief Financial Officer and holding an place of profit in the Company by Rs. 6,00,000 p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 3,00,000         | 36,00,000        |
| HOUSE RENT ALLOWANCE        | 1,50,000         | 18,00,000        |
| MEDICAL ALLOWANCE           | 75,000           | 9,00,000         |
| CONVEYANCE ALLOWANCE        | 75,000           | 9,00,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>6,00,000</b>  | <b>72,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 7****APPROVAL FOR INCREASE IN SALARY OF SHRI ASHUTOSH GOEL AND HOLDING AN PLACE OF PROFIT IN THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated March 28th, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Shri Ashutosh Goel, Head Mechanical and holding an place of profit in the Company by Rs. 5,00,000 p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

| <b>PARTICULARS</b>   | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|----------------------|------------------|------------------|
| BASIC SALARY         | 2,50,000         | 30,00,000        |
| HOUSE RENT ALLOWANCE | 1,25,000         | 15,00,000        |



|                             |                 |                  |
|-----------------------------|-----------------|------------------|
| MEDICAL ALLOWANCE           | 62,500          | 7,50,000         |
| CONVEYANCE ALLOWANCE        | 62,500          | 7,50,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>5,00,000</b> | <b>60,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 8**

**APPROVAL FOR INCREASE IN SALARY OF SHRI AAYUSH GOEL AND HOLDING AN PLACE OF PROFIT IN THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated March 28th, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Shri Aayush Goel, Head Electrical and holding an place of profit in the Company by Rs. 5,00,000 p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 2,50,000         | 30,00,000        |
| HOUSE RENT ALLOWANCE        | 1,25,000         | 15,00,000        |
| MEDICAL ALLOWANCE           | 62,500           | 7,50,000         |
| CONVEYANCE ALLOWANCE        | 62,500           | 7,50,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>5,00,000</b>  | <b>60,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 9**

**APPROVAL FOR INCREASE IN SALARY OF MRS. SARLA GOEL AND HOLDING AN PLACE OF PROFIT IN THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per



the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated March 28th, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Mrs. Sarla Goel, Executive Officer and holding an place of profit in the Company by Rs. 2,55,000 p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 1,27,500         | 15,30,000        |
| HOUSE RENT ALLOWANCE        | 63,750           | 7,65,000         |
| MEDICAL ALLOWANCE           | 31,875           | 3,82,500         |
| CONVEYANCE ALLOWANCE        | 31,875           | 3,82,500         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,55,000</b>  | <b>30,60,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

#### **ITEM NO. 10**

#### **APPROVAL FOR INCREASE IN SALARY OF MRS. NEETA GOEL AND HOLDING AN PLACE OF PROFIT IN THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated March 28th, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Mrs. Neeta Goel, Executive Officer and holding an place of profit in the Company by Rs. 2,55,000 p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 1,27,500         | 15,30,000        |
| HOUSE RENT ALLOWANCE        | 63,750           | 7,65,000         |
| MEDICAL ALLOWANCE           | 31,875           | 3,82,500         |
| CONVEYANCE ALLOWANCE        | 31,875           | 3,82,500         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,55,000</b>  | <b>30,60,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”



**ITEM NO. 11****APPROVAL FOR INCREASE IN SALARY OF MRS. ARUNA GOEL AND HOLDING AN PLACE OF PROFIT IN THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated March 28th, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Mrs. Aruna Goel, Executive Officer and holding an place of profit in the Company by Rs. 2,55,000 p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 1,27,500         | 15,30,000        |
| HOUSE RENT ALLOWANCE        | 63,750           | 7,65,000         |
| MEDICAL ALLOWANCE           | 31,875           | 3,82,500         |
| CONVEYANCE ALLOWANCE        | 31,875           | 3,82,500         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,55,000</b>  | <b>30,60,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO. 12****APPROVAL FOR INCREASE IN SALARY OF MRS. KIRAN GOEL AND HOLDING AN PLACE OF PROFIT IN THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of board dated March 28th, 2019, approval of the shareholders be and is hereby accorded to increase the salary of Mrs. Kiran Goel, Executive Officer and holding an place of profit in the Company by Rs. 2,55,000 p.m. together with other benefits, perquisites, allowances, amenities and facilities, etc. w.e.f 01.04.2019, as per below mentioned bifurcation:-

| <b>PARTICULARS</b>   | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|----------------------|------------------|------------------|
| BASIC SALARY         | 1,27,500         | 15,30,000        |
| HOUSE RENT ALLOWANCE | 63,750           | 7,65,000         |
| MEDICAL ALLOWANCE    | 31,875           | 3,82,500         |



|                             |                 |                  |
|-----------------------------|-----------------|------------------|
| CONVEYANCE ALLOWANCE        | 31,875          | 3,82,500         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,55,000</b> | <b>30,60,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**ITEM NO. 13**

**REVISION IN REMUNERATION OF SHRI SHRAVAN KUMAR GOYAL, WHOLE-TIME DIRECTOR OF THE COMPANY.**



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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee dated March 28<sup>th</sup>, 2019, approval of the Board dated March 28<sup>th</sup>, 2019 and as per the provisions of sections 197,198,203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of **Shri Shravan Kumar Goyal** (DIN: 01829618) with effect from April 01<sup>st</sup>, 2019 as follows:-

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 1,00,000         | 12,00,000        |
| HOUSE RENT ALLOWANCE        | 50,000           | 6,00,000         |
| MEDICAL ALLOWANCE           | 25,000           | 3,00,000         |
| CONVEYANCE ALLOWANCE        | 25,000           | 3,00,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,00,000</b>  | <b>24,00,000</b> |

**RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**FOR AND ON BEHALF OF THE BOARD**

  
  
**PARUL VERMA**  
**COMPANY SECRETARY**  
**M. No. 38981**  
**ADDRESS: RAIPUR (C.G.)**

**PLACE: RAIPUR**  
**DATE: 28.03.2019**



**NOTES & INFORMATION TO SHAREHOLDERS:**

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote at the Meeting and the Proxy need not be the Member of the Company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy and such person shall not act as a proxy for any other person or shareholder.
5. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 pm up to the date of Extra- ordinary General Meeting.
7. Route-map to the venue of the Meeting is provided at the end of the Notice.

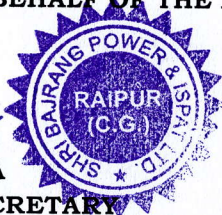
**FOR AND ON BEHALF OF THE BOARD**

  
**PARUL VERMA**

**COMPANY SECRETARY**

**M. No. 38981**

**ADDRESS: RAIPUR (C.G.)**



**PLACE: RAIPUR**

**DATE: 28.03.2019**



**ANNEXURE TO THE NOTICE DATED 28<sup>TH</sup> DAY OF MARCH, 2019**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

Since the appointment of Shri Rajendra Goel, Executive Director, the Company has made significant progress under his leadership. The Company's operation have grown multi fold and has also achieved profitability. The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee in its respective meetings held on 28.03.2019 and keeping in view his achievements and contributions, recommended to the members for increase in his remuneration by 8,00,000 per month effective from April 1st, 2019.

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 4,00,000         | 48,00,000        |
| HOUSE RENT ALLOWANCE        | 2,00,000         | 24,00,000        |
| MEDICAL ALLOWANCE           | 1,00,000         | 12,00,000        |
| CONVEYANCE ALLOWANCE        | 1,00,000         | 12,00,000        |
| <b>TOTAL SALARY PAYABLE</b> | <b>8,00,000</b>  | <b>96,00,000</b> |

Further, the revision in the remuneration of Shri Rajendra Goel, Executive Director requires the approval of shareholders by way of Special Resolution as per the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel, Shri Narendra Goel and Shri Anand Goel are concerned or interested in the Resolution to Item No. 1 of the accompanying Notice.

**ITEM NO. 2**

Since the appointment of Shri Suresh Goel, Executive Director cum Chairman, the Company has made significant progress under his leadership. The Company's operation have grown multi fold and has also achieved profitability. The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee in its respective meetings held on 28.03.2019 and keeping in view his achievements and contributions, recommended to the members for increase in his remuneration by 8,00,000 per month effective from April 1st, 2019.

| <b>PARTICULARS</b>          | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|-----------------------------|------------------|------------------|
| BASIC SALARY                | 4,00,000         | 48,00,000        |
| HOUSE RENT ALLOWANCE        | 2,00,000         | 24,00,000        |
| MEDICAL ALLOWANCE           | 1,00,000         | 12,00,000        |
| CONVEYANCE ALLOWANCE        | 1,00,000         | 12,00,000        |
| <b>TOTAL SALARY PAYABLE</b> | <b>8,00,000</b>  | <b>96,00,000</b> |

Further, the revision in the remuneration of Shri Suresh Goel, Executive Director cum Chairman requires the approval of shareholders by way of Special Resolution as per the



provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors or Key Managerial Personnel of the Company except Shri Rajendra Goel, Shri Narendra Goel and Shri Anand Goel are concerned or interested in the Resolution to Item No. 2 of the accompanying Notice.

### ITEM NO. 3

Since the appointment of Shri Narendra Goel, Managing Director, the Company has made significant progress under his leadership. The Company's operation have grown multi fold and has also achieved profitability. The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee in its respective meetings held on 28.03.2019 and keeping in view his achievements and contributions, recommended to the members for increase in his remuneration by 8,00,000 per month effective from April 1st, 2019.

| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| BASIC SALARY                | 4,00,000        | 48,00,000        |
| HOUSE RENT ALLOWANCE        | 2,00,000        | 24,00,000        |
| MEDICAL ALLOWANCE           | 1,00,000        | 12,00,000        |
| CONVEYANCE ALLOWANCE        | 1,00,000        | 12,00,000        |
| <b>TOTAL SALARY PAYABLE</b> | <b>8,00,000</b> | <b>96,00,000</b> |

Further, the revision in the remuneration of Shri Narendra Goel, Managing Director cum Chairman requires the approval of shareholders by way of Special Resolution as per the provisions of section 197,198,203 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel, Shri Rajendra Goel and Shri Anand Goel are concerned or interested in the Resolution to Item No. 3 of the accompanying Notice.

### ITEM NO. 4

Since the appointment of Shri Anand Goel, Executive Director, the Company has made significant progress under his leadership. The Company's operation have grown multi fold and has also achieved profitability. The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee in its respective meetings held on 28.03.2019 and keeping in view his achievements and contributions, recommended to the members for increase in his remuneration by 8,00,000 per month effective from April 1st, 2019.

| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| BASIC SALARY                | 4,00,000        | 48,00,000        |
| HOUSE RENT ALLOWANCE        | 2,00,000        | 24,00,000        |
| MEDICAL ALLOWANCE           | 1,00,000        | 12,00,000        |
| CONVEYANCE ALLOWANCE        | 1,00,000        | 12,00,000        |
| <b>TOTAL SALARY PAYABLE</b> | <b>8,00,000</b> | <b>96,00,000</b> |

Further, the revision in the remuneration of Shri Anand Goel, Executive Director cum Chairman requires the approval of shareholders by way of Special Resolution as per the



provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel, Shri Narendra Goel and Shri Rajendra Goel are concerned or interested in the Resolution to Item No. 4 of the accompanying Notice.

#### **ITEM NO. 5**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Shri Bajrang Goel were appointed as Chief Accounts Officer and holding a place of profit in the Company at a monthly salary of Rs. 2,75,000 per month and a resolution to this effect was passed by the shareholders in the AGM held on 03.09.2018; further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 2,75,000 p.m. to Rs. 5,00,000 p.m.

His present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering his qualification, experience and present role and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.03.2019, it is proposed to increase his salary by 5,00,000 per month effective from April 1st, 2019 which exceeds Rs. 2,50,000/- per month together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Shri Bajrang Goel, requires the approval of shareholders by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Shri Bajrang Goel;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Narendra Goel;
- (c) Nature of relationship: Shri Bajrang Goel is Son of Shri Narendra Goel, Managing Director and one of the Promoters of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Shri Bajrang Goel were appointed as Chief Accounts Officer and holding a place of profit in the Company and revised salary bifurcated are as follows:

| <b>PARTICULARS</b>   | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|----------------------|------------------|------------------|
| Basic Salary         | 2,50,000         | 30,00,000        |
| House Rent Allowance | 1,25,000         | 15,00,000        |
| Medical Allowance    | 62,500           | 7,50,000         |
| Conveyance Allowance | 62,500           | 7,50,000         |



|                             |                 |                  |
|-----------------------------|-----------------|------------------|
| <b>TOTAL SALARY PAYABLE</b> | <b>5,00,000</b> | <b>60,00,000</b> |
|-----------------------------|-----------------|------------------|

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Narendra Goel are concerned or interested in the Resolution to item No. 5 of the accompanying Notice.

#### **ITEM NO. 6**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Shri Sandeep Goel were appointed as Chief Financial Officer and holding a place of profit in the Company at a monthly salary of Rs. 4,00,000 per month and a resolution to this effect was passed by the shareholders in the AGM held on 03.09.2018; further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 4,00,000 p.m. to Rs. 6,00,000 p.m.

His present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering his qualification, experience and present role, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.03.2019, it is proposed to increase his salary by 6,00,000 per month effective from April 1st, 2019 which exceeds Rs. 2,50,000/- per month together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Shri Sandeep Goel, requires the approval of shareholders by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Shri Sandeep Goel;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Suresh Goel;
- (c) Nature of relationship: Shri Sandeep Goel is Son of Shri Suresh Goel, Director and one of the Promoters of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Shri Sandeep Goel were appointed as Chief Financial Officer and holding a place of profit in the Company and revised salary are as follows:

| <b>PARTICULARS</b> | <b>PER MONTH</b> | <b>PER ANNUM</b> |
|--------------------|------------------|------------------|
|--------------------|------------------|------------------|



|                             |                 |                  |
|-----------------------------|-----------------|------------------|
| Basic Salary                | 3,00,000        | 36,00,000        |
| House Rent Allowance        | 1,50,000        | 18,00,000        |
| Medical Allowance           | 75,000          | 9,00,000         |
| Conveyance Allowance        | 75,000          | 9,00,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>6,00,000</b> | <b>72,00,000</b> |

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel are concerned or interested in the Resolution to item No. 6 of the accompanying Notice.

#### **ITEM NO. 7**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Shri Ashutosh Goel were appointed as Head Mechanical and holding a place of profit in the Company at a monthly salary of Rs. 4,00,000 per month and a resolution to this effect was passed by the shareholders in the AGM held on 03.09.2018; further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 4,00,000 p.m. to Rs. 5,00,000 p.m.

His present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering his qualification, experience and present role, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.03.2019, it is proposed to increase his salary by 5,00,000 per month effective from April 1st, 2019 which exceeds Rs. 2,50,000/- per month together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Shri Ashutosh Goel, requires the approval of shareholders by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Shri Ashutosh Goel;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Anand Goel;
- (c) Nature of relationship: Shri Ashutosh Goel is Son of Shri Anand Goel, Director and one of the Promoters of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Shri Ashutosh Goel were appointed as Head Mechanical and holding a place of profit in the Company and revised salary are as follows:



| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| Basic Salary                | 2,50,000        | 30,00,000        |
| House Rent Allowance        | 1,25,000        | 15,00,000        |
| Medical Allowance           | 62,500          | 7,50,000         |
| Conveyance Allowance        | 62,500          | 7,50,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>5,00,000</b> | <b>60,00,000</b> |

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Anand Goel are concerned or interested in the Resolution to item No. 7 of the accompanying Notice.

#### **ITEM NO. 8**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Shri Aayush Goel were appointed as Head Electrical and holding a place of profit in the Company at a monthly salary of Rs. 4,00,000 per month and a resolution to this effect was passed by the shareholders in the AGM held on 03.09.2018; further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 4,00,000 p.m. to Rs. 5,00,000 p.m.

His present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering his qualification, experience and present role, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.03.2019, it is proposed to increase his salary by 5,00,000 per month effective from April 1st, 2019 which exceeds Rs. 2,50,000/- per month together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Shri Aayush Goel, requires the approval of shareholders by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Shri Aayush Goel;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Anand Goel;
- (c) Nature of relationship: Shri Aayush Goel is Son of Shri Anand Goel, Director and one of the Promoters of the Company.



(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Shri Aayush Goel were appointed as Head Electrical and holding a place of profit in the Company and revised salary are as follows:

| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| Basic Salary                | 2,50,000        | 30,00,000        |
| House Rent Allowance        | 1,25,000        | 15,00,000        |
| Medical Allowance           | 62,500          | 7,50,000         |
| Conveyance Allowance        | 62,500          | 7,50,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>5,00,000</b> | <b>60,00,000</b> |

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Anand Goel are concerned or interested in the Resolution to item No. 8 of the accompanying Notice.

#### ITEM NO. 9

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Mrs. Sarla Goel were appointed as Executive Officer and holding a place of profit in the Company at a monthly salary of Rs. 1,50,000 per month; further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 1,50,000 p.m. to Rs. 2,55,000 p.m. which exceeds Rs. 2,50,000/- per month.

Her present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering her qualification, experience and present role, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.03.2019, it is proposed to increase his salary by 2,55,000 per month effective from April 1st, 2019 together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Mrs. Sarla Goel, requires the approval of shareholders by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

(a) Name of the related party: Mrs. Sarla Goel;

(b) Name of the Director or Key Managerial Personnel who is related: Shri Suresh Goel and Shri Sandeep Goel;



(c) Nature of relationship: Mrs. Sarla Goel is wife of Shri Suresh Goel, Director and one of the Promoters of the Company and mother of Shri Sandeep Goel, CFO of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Mrs. Sarla Goel were appointed as Executive Officer and holding a place of profit in the Company and revised salary are as follows:

| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| Basic Salary                | 1,27,500        | 15,30,000        |
| House Rent Allowance        | 63,750          | 7,65,000         |
| Medical Allowance           | 31,875          | 3,82,500         |
| Conveyance Allowance        | 31,875          | 3,82,500         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,55,000</b> | <b>30,60,000</b> |

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Suresh Goel and Shri Sandeep Goel are concerned or interested in the Resolution to item No. 9 of the accompanying Notice.

#### ITEM NO. 10

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Mrs. Neeta Goel were appointed as Executive Officer and holding a place of profit in the Company at a monthly salary of Rs. 1,50,000 per month; further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 1,50,000 p.m. to Rs. 2,55,000 p.m. which exceeds Rs. 2,50,000/- per month.

Her present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering her qualification, experience and present role, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.03.2019, it is proposed to increase his salary by 2,55,000 per month effective from April 1st, 2019 together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Mrs. Neeta Goel, requires the approval of shareholders by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

(a) Name of the related party: Mrs. Neeta Goel;



(b) Name of the Director or Key Managerial Personnel who is related: Shri Rajendra Goel;

(c) Nature of relationship: Mrs. Neeta Goel is wife of Shri Rajendra Goel, Director and one of the Promoters of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangement: Mrs. Neeta Goel were appointed as Executive Officer and holding a place of profit in the Company and revised salary are as follows:

| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| Basic Salary                | 1,27,500        | 15,30,000        |
| House Rent Allowance        | 63,750          | 7,65,000         |
| Medical Allowance           | 31,875          | 3,82,500         |
| Conveyance Allowance        | 31,875          | 3,82,500         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,55,000</b> | <b>30,60,000</b> |

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Rajendra Goel are concerned or interested in the Resolution to item No. 10 of the accompanying Notice.

#### ITEM NO. 11

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Mrs. Aruna Goel were appointed as Executive Officer and holding a place of profit in the Company at a monthly salary of Rs. 1,50,000 per month; further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 1,50,000 p.m. to Rs. 2,55,000 p.m. which exceeds Rs. 2,50,000/- per month.

Her present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering her qualification, experience and present role, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.03.2019, it is proposed to increase his salary by 2,55,000 per month effective from April 1st, 2019 together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Mrs. Aruna Goel, requires the approval of shareholders by way of Ordinary Resolution.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:



- (a) Name of the related party: Mrs. Aruna Goel;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Narendra Goel;
- (c) Nature of relationship: Mrs. Aruna Goel is wife of Shri Narendra Goel, Managing Director and one of the Promoters of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Mrs. Aruna Goel were appointed as Executive Officer and holding a place of profit in the Company and revised salary are as follows:

| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| Basic Salary                | 1,27,500        | 15,30,000        |
| House Rent Allowance        | 63,750          | 7,65,000         |
| Medical Allowance           | 31,875          | 3,82,500         |
| Conveyance Allowance        | 31,875          | 3,82,500         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,55,000</b> | <b>30,60,000</b> |

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Narendra Goel are concerned or interested in the Resolution to item No. 11 of the accompanying Notice.

#### ITEM NO. 12

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any place of profit in the Company, its subsidiary company or associate company.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with applicable rules Mrs. Kiran Goel were appointed as Executive Officer and holding a place of profit in the Company at a monthly salary of Rs. 1,50,000 per month; further required, the Company to seek fresh approval of the members of the Company in the event of increase in salary from Rs. 1,50,000 p.m. to Rs. 2,55,000 p.m. which exceeds Rs. 2,50,000/- per month.

Her present role is crucial to provide impetus to the expanding of business in the emerging market business of the Company. Considering her qualification, experience and present role, and upon recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board of Directors in its respective meetings dated 28.03.2019, it is proposed to increase his salary by 2,55,000 per month effective from April 1st, 2019 together with other benefits, perquisites, allowances, amenities and facilities, etc. Further, the increase in the salary of Mrs. Kiran Goel, requires the approval of shareholders by way of Ordinary Resolution.



The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

- (a) Name of the related party: Mrs. Kiran Goel;
- (b) Name of the Director or Key Managerial Personnel who is related: Shri Anand Goel;
- (c) Nature of relationship: Mrs. Kiran Goel is wife of Shri Anand Goel, Director and one of the Promoters of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: Mrs. Kiran Goel were appointed as Executive Officer and holding a place of profit in the Company and revised salary are as follows:

| PARTICULARS                 | PER MONTH       | PER ANNUM        |
|-----------------------------|-----------------|------------------|
| Basic Salary                | 1,27,500        | 15,30,000        |
| House Rent Allowance        | 63,750          | 7,65,000         |
| Medical Allowance           | 31,875          | 3,82,500         |
| Conveyance Allowance        | 31,875          | 3,82,500         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,55,000</b> | <b>30,60,000</b> |

All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business.

None of the Directors or Key Managerial Personnel of the Company except Shri Anand Goel are concerned or interested in the Resolution to item No. 12 of the accompanying Notice.

The Board of Directors, at their meeting held on 28.03.2019 has approved the alteration of Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 13.

#### ITEM NO. 13

Since the appointment of Shri Shravan Kumar Goyal, Whole-time Director, the Company has made significant progress under his leadership. The Company's operation have grown multi fold and has also achieved profitability. The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee in its respective meetings held on 28.03.2019 and keeping in view his achievements and contributions, recommended to the members for increase in his remuneration by 2,00,000 per month effective from April 1st, 2019.

| PARTICULARS          | PER MONTH | PER ANNUM |
|----------------------|-----------|-----------|
| BASIC SALARY         | 1,00,000  | 12,00,000 |
| HOUSE RENT ALLOWANCE | 50,000    | 6,00,000  |





|                             |                 |                  |
|-----------------------------|-----------------|------------------|
| MEDICAL ALLOWANCE           | 25,000          | 3,00,000         |
| CONVEYANCE ALLOWANCE        | 25,000          | 3,00,000         |
| <b>TOTAL SALARY PAYABLE</b> | <b>2,00,000</b> | <b>24,00,000</b> |

Further, the revision in the remuneration of Shri Shravan Kumar Goyal, Whole-time Director requires the approval of shareholders by way of Special Resolution as per the provisions of section 197,198,203 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

Shri Shravan Kumar Goyal is interested in the resolutions set out in notice with regard to his appointment. Except Shravan Kumar Goyal, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 13 of the Notice.

**FOR AND ON BEHALF OF THE BOARD**

   
**PARUL VERMA**  
**COMPANY SECRETARY**  
**M. No. 38981**  
**ADDRESS: RAIPUR (C.G.)**

**PLACE: RAIPUR**  
**DATE: 28.03.2019**



**ROUTE MAP TO THE VENUE OF EXTRA- ORDINARY GENERAL MEETING**

