

# NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of RSPL Limited, will be held on Thursday, September 15, 2022 at 05:00 p.m. at the Registered Office of the Company at 119-121 (Part), Block P & T, Fazalganj, Kalpi Road, Kanpur-208012 to transact the following businesses:

## ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022 together with the Reports of Directors and Auditors thereon;
2. To confirm the payment of Interim Dividend paid during the year as Final Dividend for the Financial Year ended March 31, 2022.
3. To appoint a director in place of Shri Naresh Kumar Phoolwani (DIN-07681794), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Shri Rahul Gyanchandani (DIN-00049468), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESSSES:

5. **To consider re-appointment of Shri Murlidhar Gyanchandani (DIN:00049298), aged more than 70 Years, as Executive Chairman and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Murlidhar Gyanchandani (DIN: 00049298), aged 75 Years approx. (age exceeding 70 Years) as Managing Director designated as Executive Chairman of the Company, not liable to retire by rotation to exercise powers of day to day management of affairs of the Company, for a

period of three years with effect from October 1, 2022 on the following terms and conditions:-

### A) SALARY:

Rs. 1,00,00,000/- (Rupees One Cr. only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,25,00,000/- (Rupees One Cr. Twenty Five Lakh only) per month.

### B) COMMISSION:

The Executive Chairman shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

### C) PERQUISITES:

In addition to the Salary and Commission as above, the Executive Chairman shall be entitled to the following perquisites:

## PART-A

- (i) **Housing** – The Executive Chairman shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment for meeting medical and miscellaneous expenses of Housekeeping Staff).
- (ii) **Medical Reimbursement** – Reimbursement of actual medical expenses incurred in India and/ or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Executive Chairman and his family by the Company.
- (iii) **Leave Travel Concession** – Reimbursement of all the expenses (like Travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be

accumulated up to next two years.

- (iv) **Entertainment expenses and other Business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.
- (v) **Club Fee** – Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.
- (vi) **Personal Accident Insurance** – An appropriate Personal Accident Insurance policy may also be taken for Executive Chairman and his family by the Company.
- (vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

**Explanation:-**

“Family” here means the spouse and dependent children of the Executive Chairman.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

**PART-B**

- (i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund - as per Company's Policy. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service - as per Company's Policy.
- (iii) The Executive Chairman shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed - as per Company's Policy.

**PART-C**

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Executive Chairman. Use of Company's Car

for official purpose, mobile and basic telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** where in any financial year during the currency of term of Executive Chairman, the Company has no profits or its profits are inadequate, the Company shall pay to Executive Chairman, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Murlidhar Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Executive Chairman of the Company including salary, commission and perquisites subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution.”

- 6. **To consider re-appointment of Shri Bimal Kumar Gyanchandani (DIN: 00049337) as Managing Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary,

consent of the Company be and is hereby accorded to the re-appointment of Shri Bimal Kumar Gyanchandani (DIN: 00049337) as Managing Director of the Company, not liable to retire by rotation to exercise powers of day to day management of affairs of the Company, for a period of three years with effect from October 1, 2022 on the following terms and conditions:-

**A) SALARY:**

Rs. 1,00,00,000/- (Rupees One Cr. only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,25,00,000/- (Rupees One Cr. Twenty Five Lakh only) per month.

**B) COMMISSION:**

The Managing Director shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

**C) PERQUISITES:**

In addition to the Salary and Commission as above, the Managing Director shall be entitled to the following perquisites:

**PART-A**

- (i) **Housing** – The Managing Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment for meeting medical and miscellaneous expenses of Housekeeping Staff).
- (ii) **Medical Reimbursement** – Reimbursement of actual medical expenses incurred in India and / or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Managing Director and his family by the Company.
- (iii) **Leave Travel Concession** – Reimbursement of all the expenses (like Travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken,

whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

- (iv) **Entertainment expenses and other Business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.
- (v) **Club fee** - Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.
- (vi) **Personal Accident Insurance** - An appropriate Personal Accident Insurance policy may also be taken for Managing Director and his family by the Company.
- (vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

**Explanation:-**

“Family” here means the spouse and dependent children of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

**PART-B**

- (i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company’s policy. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity not exceeding half month’s salary for each completed year of service, as per Company’s Policy.
- (iii) The Managing Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed, as per Company’s Policy.

## PART-C

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Managing Director. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** where in any financial year during the currency of term of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Managing Director, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Bimal Kumar Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Managing Director of the Company including salary, commission and perquisites subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

**7. To consider Re-appointment of Shri Rahul Gyanchandani (DIN: 00049468) as Joint Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Rahul Gyanchandani (DIN: 00049468) as Joint Managing Director of the Company, liable to retire by rotation, to look after Operations and Planning functions of Soap and Detergent Division, Soda Ash project and Finance functions of the Company, for a period of three years with effect from October 1, 2022 on the following terms and conditions:-

**A) SALARY:**

Rs. 85,00,000/- (Rupees Eighty Five Lakh only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,00,00,000/- (Rupees One Cr. only) per month.

**B) COMMISSION:**

The Joint Managing Director shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

**C) PERQUISITES:**

In addition to the Salary and Commission as above, the Joint Managing Director shall be entitled to the following perquisites:

## PART-A

**(i) Housing –** The Joint Managing Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment for meeting medical and miscellaneous expenses of Housekeeping Staff).

**(ii) Medical Reimbursement –** Reimbursement of actual medical expenses incurred in India and / or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and

attendant are also payable. An appropriate Medical Insurance policy may also be taken for Joint Managing Director and his family by the Company.

- (iii) **Leave Travel Concession** – Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.
- (iv) **Entertainment expenses and other Business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.
- (v) **Club fee** – Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.
- (vi) **Personal Accident Insurance** – An appropriate Personal Accident Insurance policy may also be taken for Joint Managing Director and his family by the Company.
- (vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

**Explanation:-**

“Family” here means the spouse and dependent children of the Joint Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

**PART-B**

- (i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company's policy. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service, as per Company's Policy.

- (iii) The Joint Managing Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed, as per Company's Policy.

**PART-C**

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Joint Managing Director. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** where in any financial year during the currency of term of Joint Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Joint Managing Director, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Rahul Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Joint Managing Director of the Company including salary, commission and perquisites subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution.”

- 8. **To consider Re-appointment of Shri Manoj Kumar (DIN: 00049387) as Whole-time Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following**

**resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Manoj Kumar (DIN:00049387) as Whole-time Director designated as Executive Director of the Company, liable to retire by rotation, to look after Marketing, Advertisement and Media functions of the Company, for a period of three years with effect from October 1, 2022 on the following terms and conditions:-

**A) SALARY:**

Rs. 85,00,000/- (Rupees Eighty Five Lakh only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,00,00,000/- (Rupees One Cr. only) per month.

**B) COMMISSION:**

The Whole-time Director shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

**C) PERQUISITES:**

In addition to the Salary and Commission as above, the Whole-time Director shall be entitled to the following perquisites:

**PART-A**

(i) **Housing** – The Whole-time Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment for meeting medical and miscellaneous expenses of Housekeeping Staff).

(ii) **Medical Reimbursement** – Reimbursement of actual medical expenses incurred in India and / or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Whole-time Director and his family by the Company.

(iii) **Leave Travel Concession** – Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

(iv) **Entertainment expenses and other Business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.

(v) **Club fee** – Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.

(vi) **Personal Accident Insurance** – An appropriate Personal Accident Insurance policy may also be taken for Whole-time Director and his family by the Company.

(vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

**Explanation:-**

“Family” here means the spouse and dependent children of the Whole-time Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

**PART-B**

(i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company’s policy. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not

taxable under the Income Tax Act, 1961.

- (ii) Gratuity not exceeding half month's salary for each completed year of service, as per Company's Policy.
- (iii) The Whole-time Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed, as per Company's Policy.

#### **PART-C**

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Whole-time Director. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** where in any financial year during the currency of term of Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Whole-time Director, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Manoj Kumar based on the recommendation of the Nomination and Remuneration Committee from time to time, during the tenure of his appointment as Whole-time Director of the Company including salary, commission and perquisites subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

#### **9. To consider Re-appointment of Shri Rohit Gyanchandani (DIN: 00049486) as Whole-time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri Rohit Gyanchandani (DIN:00049486) as Whole-time Director designated as Executive Director of the Company, liable to retire by rotation, to look after International Business, Hygiene care Business and Dish wash segment of the Company, for a period of three years with effect from October 1, 2022 on the following terms and conditions:-

#### **A) SALARY:**

Rs. 85,00,000/- (Rupees Eighty Five Lakh only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,00,00,000/- (Rupees One Cr. only) per month.

#### **B) COMMISSION:**

The Whole-time Director shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

#### **C) PERQUISITES:**

In addition to the Salary and Commission as above, the Whole-time Director shall be entitled to the following perquisites:

#### **PART-A**

- (i) **Housing** – The Whole-time Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of

Housekeeping and Security Services (including payment for meeting medical and miscellaneous expenses of Housekeeping Staff).

- (ii) **Medical Reimbursement** – Reimbursement of actual medical expenses incurred in India and / or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Whole-time Director and his family by the Company.
- (iii) **Leave Travel Concession** – Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year , wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.
- (iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.
- (v) **Club fee** – Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.
- (vi) **Personal Accident Insurance** – An appropriate Personal Accident Insurance policy may also be taken for Whole-time Director and his family by the Company.
- (vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

**Explanation:-**

“Family” here means the spouse and dependent children of the Whole-time Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

**PART-B**

- (i) Contribution to (a) Provident Fund (b)

Superannuation Fund or Annuity Fund as per Company's policy. These will not be included in the computation of the ceiling on perquisites ,if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.

- (ii) Gratuity not exceeding half month's salary for each completed year of service, as per Company's Policy.
- (iii) The Whole-time Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed, as per Company's Policy.

**PART-C**

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Whole-time Director. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** where in any financial year during the currency of term of Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Whole-time Director, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Rohit Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Whole-time Director of the Company including salary, commission and perquisites subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek

further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

**10. To consider Re-appointment of Mr. Naresh Phoolwani (DIN: 07681794) as Whole-time Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the such approvals as may be necessary, consent of the Company be and is hereby accorded to the re-appointment of Mr. Naresh Kumar Phoolwani (DIN 07681794) as Whole-time Director of the Company, liable to retire by rotation, to look after day to day affairs of units of the Company for a period of three years with effect from January 1, 2023 on the following terms and conditions:

**A) SALARY:**

Rs.69,657/- (Rupees Sixty Nine Thousand Six Hundred Fifty Seven only) per month (inclusive of all the allowances) with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month.

**B) PERQUISITES:**

In addition to the Salary as above, the Whole-time Director shall be entitled to the following perquisites:

**PART-A**

- (i) Mediclaim Policy – An appropriate Mediclaim Policy may be taken for Whole-time Director and his family by the Company.
- (ii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

**PART-B**

- (i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company's policy. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity not exceeding half month's salary for each completed year of service, as per Company's Policy.
- (iii) The Whole-time Director shall be entitled to leave with pay for a period not exceeding 15 days for each year of service besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed, as per Company's Policy.

**PART-C**

The Company shall provide a Mobile phone to the Whole-time Director. Use of Company's mobile shall not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** where in any financial year during the currency of term of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to the Whole-time Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of re-appointment of Shri Naresh Kumar Phoolwani from time to time, based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Whole-time Director of the Company including salary and perquisites subject to the compliance of the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

**11. To ratify the remuneration of the Cost Auditor for the Financial year ending March 31, 2023 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** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of Rs. 6,00,000/- (Rupees Six Lakh) plus applicable goods and service tax for the Financial Year ended March 31, 2023 to M/s. Jitendra, Navneet & Co., Cost Accountants (Firm Registration No. 000119), Delhi, who were appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2022-23.”

**12. To consider alteration of Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded to the alteration of objects clause of Memorandum of Association of the Company by insertion of the following clauses after Clause III (A) (5):

1. *To Carry on the business of processing, converting, producing, manufacturing, formulating, using, acquiring, storing, packing, selling, transporting, distributing, importing, exporting and disposing all types and grades of chemicals, heavy chemicals including Soda Ash (Sodium Carbonate), Sodium Bicarbonate, Calcium Chloride, Bromine Iodine, Potassium Schoenite, Ammonia, Ammonium Chloride, Caustic Soda, Chlorine, Hydrochloric Acid, Gypsum, Explosives, Calcium Chloride, Calcium Hydroxide, Hydrogen Sulfide, Carbon-Di-Oxide, Limestone, Calcium Oxide, Coke, Power Steam, Oils, Greases etc.*

2. *To carry on the business of manufacturing, refining, manipulating, importing, exporting and dealing in all types and grades of salts, marine minerals and their derivatives, by-products and compounds of any nature including desalination of seawater.*

3. *To Carry on the business of producing, manufacturing, storing, packing, selling, importing, exporting or otherwise dealing in all kinds of cement, clinker, lime, plasters, whiting, clay and their by-products and compounds any products or things which may be manufactured out of or with cement or in which the use of cement may be made.*

4. *To carry on in India or elsewhere in the world, the business of owning, operating, establishing, providing, running and managing e-commerce platform, e-commerce marketplace, mobile commerce or any other type of online selling/ shopping business, either directly or through collaboration, joint venture or under licenses and/ or trade agreements for B2B, B2C and/or C2C segment and providing support services in respect of warehousing, logistics, order fulfilment, payment collection and other services for all kinds of products including but not limited to consumer goods, general merchandise, footwear, groceries, food & beverages, electronic items, garments, home appliances, home furnishings, fashion accessories etc.*

**RESOLVED FURTHER THAT** any of the Directors/ and or Company Secretary of the Company be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board  
For **RSPL LIMITED**  
(S. K. BAJPAI)  
Company Secretary  
Membership No. F3753

Place: Gurugram  
Date: 10<sup>th</sup> August, 2022

**NOTES:****1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HER SELF AND PROXY NEED NOT BE A MEMBER OF COMPANY.**

Proxy in order to be effective must be deposited at the Registered Office of the Company not less than Forty-eight hours before commencement of the meeting.

2. A Person can act as Proxy on behalf of Members not exceeding fifty in number 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 the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Members are requested to bring their attendance slip along with their copy of Annual Report at the Meeting.
4. Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed to this Notice.
5. The details of Directors seeking appointment/re-appointment in Annexure to this notice.

**ANNEXURE I TO NOTICE****AS REQUIRED UNDER THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), THE RELEVANT DETAILS IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT ARE AS UNDER:**

Particulars	Murlidhar Gyanchandani	Bimal Kumar	Rahul Gyanchandani	Manoj Kumar	Rohit Gyanchandani	Naresh Kumar Phoolwani
<b>DIN</b>	00049298	00049337	00049468	00049387	00049486	07681794
<b>Date of Birth &amp; Age</b>	20-11-1946 / 75 years	20-07-1960 / 62 years	02-09-1979 / 42 years	22-10-1972 / 49 years	10-04-1984 / 38 years	17-06-1973 / 49 years
<b>Qualifications</b>	Graduate	Graduate	Graduate	Graduate	MBA	B. Com
<b>Experience</b>	34 years	34 years	18 years	26 years	17 years	22 years
<b>Date of Appointment on the Board</b>	27-09-1995	11-10-1995	01-05-2004	11-03-2008	04-02-2005	01-01-2017
<b>Expertise in specific functional area</b>	Vast knowledge and experience of FMCG industry, Experience of Strategy development and implementation	Vast knowledge and experience of FMCG industry, Experience of Strategy development and implementation	Expertise in procurement and production of detergent and toilet soaps. Deals in, Soda Ash project and Finance functions	Marketing, Advertisement and Media functions of the Company.	International Business, Hygiene Care Business and Dish wash segment of the Company.	Expertise in dealing with factory related matters.
<b>Chairman / Director of other Companies</b>	1. NIF Private Limited 2. Leayan Global Private Limited 3. RSPL Health Private Limited 4. Contluxi International Private Limited 5. Rohit Real Estate Private Limited 6. Manoj Developers & Infrastructures Private Limited 7. Rahul Realaters & Developers Private Limited 8. Ghari Industries (India) Pvt. Ltd.	1. Leayan Global Private Limited 2. RSPL Health Private Limited 3. Contluxi International Private Limited 4. Ghari Industries (India) Pvt. Ltd. 5. NIF Private Limited	1. NIF Private Limited 2. Leayan Global Private Limited 3. Namaste India Microfinance Private Limited 4. RSPL Health Private Limited 5. Contluxi International Private Limited	1. NIF Private Limited 2. Leayan Global Private Limited 3. RSPL Health Private Limited 4. Contluxi International Private Limited. 5. Namaste India Microfinance Private Limited 6. Baker By Chance Private Limited	1. NIF Private Limited 2. Leayan Global Private Limited 3. Namaste India Microfinance Private Limited 4. RSPL Health Private Limited 5. Contluxi International Private Limited 6. Rohit Real Estate Private Limited 7. Manoj Developers & Infrastructures Private Limited 8. Rahul Realaters & Developers Private Limited	1. Contluxi International Private Limited

<b>Particulars</b>	<b>Murlidhar Gyanchandani</b>	<b>Bimal Kumar</b>	<b>Rahul Gyanchandani</b>	<b>Manoj Kumar</b>	<b>Rohit Gyanchandani</b>	<b>Naresh Kumar Phoolwani</b>
<b>Chairman / Member of Committee of the Board of other Companies of which he is a Director</b>	<b>Corporate Social Responsibility Committee</b> 1. RSPL Health Private Limited (Chairman) 2. NIF Private Limited (Member)	<b>Corporate Social Responsibility Committee</b> 1. RSPL Health Private Limited (Member) 2. NIF Private Limited (Member)	<b>Corporate Social Responsibility Committee</b> 1. Leayan Global Private (Member)	<b>Corporate Social Responsibility Committee</b> 1. Leayan Global Private Limited (Chairman) 2. NIF Private Limited (Chairman)	<b>Corporate Social Responsibility Committee</b> 1. Leayan Global Private Limited (Member) 2. RSPL Health Private Limited (Member)	NIL
<b>Shareholding of Director in the Company</b>	12,561,483 shares of Rs. 10/- each (29.36%)	10,695,504 of Rs. 10/- each (25%)	6,417,496 shares of Rs 10/- each (15%)	6,417,496 shares of Rs 10/- each (15%)	6,417,496 shares of Rs 10/- each (15%)	NIL
<b>Relationship with other Director(s).</b>	Manoj Kumar (Son) Rahul Gyanchandani (Son) Bimal Kumar (Brother)	Murlidhar Gyanchandani (Brother) Rohit Gyanchandani (Son)	Murli Dhar Gyanchandani (Father) Manoj Kumar Gyanchandani (Brother)	Murlidhar Gyanchandani (Father) Rahul Gyanchandani (Brother)	Bimal Kumar Gyanchandani (Father)	NA
<b>No. of Meetings of the Board attended during the year</b>	07	07	07	07	07	07
<b>Terms and conditions of appointment/ re-appointment and details of remuneration sought to be paid</b>	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 5 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 6 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 7 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 8 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 9 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 10 of the accompanying notice.

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

**Item Nos. 5 to 10:**

The Members at the Annual General Meeting of the Company held on September 30, 2019, re-appointed Shri Murlidhar Gyanchandani, Shri Bimal Kumar Gyanchandani as Managing Directors, Shri Rahul Gyanchandani as Joint Managing Director and Shri Manoj Kumar Gyanchandani and Shri Rohit Gyanchandani as Whole-time Directors of the Company for a period of three years with effect from October 1, 2019 and at its Extra-Ordinary General Meeting held on February 20, 2020 re-appointed Shri Naresh Kumar Phoolwani as Whole-Time Director of the Company for a period of three years with effect from January 1, 2020 under the extant provisions of the Companies Act, 2013. The aforesaid terms expires during the Current Year i.e. 2022 and considering the experience and invaluable contribution made by all the Managerial Personnel as reflected in the phenomenal growth of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 10, 2022 have recommended re-appointment of Shri Murlidhar Gyanchandani, Shri Bimal Kumar Gyanchandani as Managing Directors, Shri Rahul Gyanchandani as Joint Managing Director and Shri Manoj Kumar Gyanchandani and Shri Rohit Gyanchandani as Whole-time Directors for further period of three years w.e.f. October 1, 2022 and of Shri Naresh Kumar Phoolwani as Whole-Time Director for further period of three years w.e.f. January 1, 2023 to the members of the Company at the ensuing Annual General Meeting. Shri Murlidhar

Gyanchandani and Shri Bimal Kumar Gyanchandani, Managing Directors of the Company, if appointed shall not be liable to retire by rotation and the other Four Whole-time Directors shall be liable to retire by rotation.

The terms and conditions of their re-appointment are in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and has been approved by the Board as per the recommendations of the Nomination and Remuneration Committee of the Board.

Section 196 of the Companies Act, 2013, inter-alia, provides that no Company shall appoint a person who has attained the age of 70 years, as Managing Director, Whole-time Director or Manager unless his appointment is approved by a special resolution. Part-I of Schedule V to the Act contains a similar provision. As Shri Murlidhar Gyanchandani has attained the age of seventy-five years, it is intended to seek approval of the Members by way of special resolution, for continuance of his appointment as Executive Chairman in compliance with the relevant provisions of the Act.

All the aforesaid Appointees satisfy the conditions set out in Part-I of Schedule V to the Act and are not disqualified under sub-section (3) of Section 196 read with Section 164 of the Act for being appointed as such.

The Board recommends the Special Resolutions set out at Item Nos. 5 to 10 of the Notice for approval by the Members.

## Statement pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

**I. General Information**

1.	Nature of Industry	Manufacturing of Soap and Detergent Powder																	
2.	Date or expected date of commencement of commercial production	The company is already in operation																	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																	
4.	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="3">Financial Years (Rs. in crores)</th> </tr> <tr> <th>2021-22</th> <th>2020-21</th> <th>2019-20</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>6072.40</td> <td>5291.79</td> <td>4377.07</td> </tr> <tr> <td>Profit after Tax</td> <td>634.52</td> <td>518.05</td> <td>223.05</td> </tr> </tbody> </table>			Particulars	Financial Years (Rs. in crores)			2021-22	2020-21	2019-20	Total Income	6072.40	5291.79	4377.07	Profit after Tax	634.52	518.05	223.05
Particulars	Financial Years (Rs. in crores)																		
	2021-22	2020-21	2019-20																
Total Income	6072.40	5291.79	4377.07																
Profit after Tax	634.52	518.05	223.05																
5.	Foreign investment or collaborations, If any	Nil																	

## II. Information about the Appointees

Name	Background details / recognition awards	Past Remuneration	Proposed Remuneration	Job Profile and his suitability	Comparative Remuneration	Pecuniary and other relationship with managerial personnel
Shri Murlidhar Gyanchandani	Shri Murlidhar Gyanchandani, founder has more than 34 years of experience in Soap and Detergent Industry. Under his guidance and apt leadership skills, the Company has undertaken massive expansion and diversification plans as reflected in manifold increase in revenue, profitability and sustained growth prospects.	<b>Salary:</b> Rs. 90,00,000/- p.m.  <b>Commission:</b> @1% of Net profits of the Company.	<b>Salary:</b> Rs. 1,00,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,25,00,000/- per month.  <b>Commission:</b> @1% of Net profits of the Company.	The Managerial experience and past performance makes him most suitable for the position of Executive Chairman to exercise powers day to day management of affairs of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends	Besides the remuneration proposed herein, Shri Murlidhar Gyanchandani does not have, directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.
Shri Bimal Kumar Gyanchandani	Shri Bimal Kumar Gyanchandani, founder, has more than 34 years of experience in Soap and Detergent Industry. Under his guidance and apt leadership skills, the Company has undertaken massive expansion and diversification plans as reflected in manifold increase in revenue, profitability and sustained growth prospects.	<b>Salary:</b> Rs. 90,00,000/- p.m.  <b>Commission:</b> @1% of Net profits of the Company.	<b>Salary:</b> Rs. 1,00,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,25,00,000/- per month.  <b>Commission:</b> @1% of Net profits of the Company.	The Managerial experience and past performance makes him most suitable for the position of Managing Director to exercise powers of day to day management of affairs of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.	Besides the remuneration proposed herein, Shri Bimal Kumar Gyanchandani does not have, directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.
Shri Rahul Gyanchandani	Shri Rahul Gyanchandani is a Commerce Graduate and has more than 18 years of experience in Soaps and Detergent Industry.	<b>Salary:</b> Rs. 75,00,000/- p.m.  <b>Commission:</b> @1% of Net profits of the Company.	<b>Salary:</b> Rs. 85,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,00,00,000/- per month.  <b>Commission:</b> @1% of Net profits of the Company.	The Managerial experience and past performance makes him most suitable for the position of Joint Managing Director. He is primarily responsible for looking after Operations and Planning Functions of Soap and Detergent division, Soda Ash project and Finance functions of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.	Besides the remuneration proposed herein, Shri Rahul Gyanchandani does not have, directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.

Name	Background details / recognition awards	Past Remuneration	Proposed Remuneration	Job Profile and his suitability	Comparative Remuneration	Pecuniary and other relationship with managerial personnel
Shri Manoj Kumar	Shri Manoj Kumar is a Commerce Graduate and has more than 26 years of experience in Soaps and Detergent Industry .	<b>Salary:</b> Rs. 75,00,000/- p.m. <b>Commission:</b> @1% of Net profits of the Company.	<b>Salary:</b> Rs. 85,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,00,00,000/- per month. <b>Commission:</b> @1% of Net profits of the Company.	The Managerial experience and past performance makes him most suitable for the position of Whole-time Director. He is primarily responsible for looking after Marketing, Advertisement and Media Functions of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.	Besides the remuneration proposed herein , Shri Manoj Kumar does not have , directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.
Shri Rohit Gyanchandani	Shri Rohit Gyanchandani is a MBA and has more than 17 years experience in Soaps and Detergent Industry .	<b>Salary:</b> Rs. 75,00,000/- p.m. <b>Commission:</b> @1% of Net profits of the Company.	<b>Salary:</b> Rs. 85,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs. 1,00,00,000/- per month. <b>Commission:</b> @1% of Net profits of the Company.	The Managerial experience and past performance makes him most suitable for the position of Whole-time Director. He is primarily responsible for looking after International Business, Hygiene care business and Dish wash segment of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.	Besides the remuneration proposed herein, Shri Rohit Gyanchandani does not have , directly or indirectly any material pecuniary relationship with the Company or any key managerial personnel.
Mr. Naresh Kumar Phoolwani	Mr. Naresh Kumar Phoolwani is a Commerce Graduate and has more than 22 years of experience in dealing with Factory Related Matters.	Rs.69,657/- (Rupees Sixty Nine Thousand Six Hundred and Fifty Seven) per month (inclusive of all the allowances) with such increment as approved by the Board of Directors from time to time.	Rs.69,657/- (Rupees Sixty Nine Thousand Six Hundred and Fifty Seven) per month (inclusive of all the allowances) with such increment as approved by the Board of Directors from time to time.	The Managerial experience and past performance makes him most suitable for the position of Whole-time Director. He is primarily responsible for looking after day to day affairs of the Units of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends	Besides the remuneration proposed herein, Mr. Naresh Kumar Phoolwani does not have , directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.

The Board is of the opinion that the aforesaid appointees have requisite qualifications, expertise and experience which would be reflected in the improved financial and operational performance of the Company.

### III. Other information

#### (i) Reasons for Loss or inadequate Profits:

The Company has earned Profit of Rs. 98,758.02 Lacs (calculated in accordance with the provisions of Section 198 of the Companies Act, 2013) for the financial year ended March 31, 2022 and the remuneration presently being paid is in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereto. However, the future profitability during the currency of the tenure of Managerial Personnel will vary as per the then prevailing market conditions and it is possible that remuneration during a Financial Year may exceed the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V thereto.

#### (ii) Steps taken or proposed to be taken for improvement:

Cost control, productivity improvement, new products and market development initiatives are in place to improve profitability.

#### (iii) Expected increase in productivity and Profits in measurable terms:

Shri Murlidhar Gyanchandani, Executive Chairman; Shri Bimal Kumar Gyanchandani, Managing Director; Shri Rahul Gyanchandani, Joint Managing Director; Shri Manoj Kumar Gyanchandani, Shri Rohit Gyanchandani and Mr. Naresh Kumar Phoolwani, Whole Time Directors have made their invaluable contribution as reflected in manifold increase in revenue and profitability and sustained growth of the Company. The Company expects to improve its performance and achieve new milestones in times ahead.

### (IV) DISCLOSURES:

The Shareholders of the Company are duly informed of the remuneration package of Managerial personnel.

Shri Murlidhar Gyanchandani, Executive Chairman, Shri Bimal Kumar Gyanchandani, Managing Director, Shri Rahul Gyanchandani, Joint Managing Director, Shri Manoj Kumar Gyanchandani and Shri Rohit Gyanchandani, Whole Time Directors of the Company besides being relatives are interested in the resolutions concerning their respective appointments. Mr. Naresh Kumar Phoolwani, Whole Time Director of the Company is interested in the resolution concerning

his appointment. No other Director or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolutions.

The Resolutions alongwith the accompanying Explanatory Statement may be treated as memorandum of terms of appointment within the meaning of Section 190 of the Companies Act 2013.

#### Item No. 11:

The Board of Directors of the Company at its Meeting held on May 30, 2022, re-appointed M/s. Jitendra, Navneet & Co., Cost Accountants (Firm Registration No. 000119) to conduct the audit of the Cost records of the Company for the Financial Year ending March 31, 2023 at a remuneration of Rs. 6,00,000/- plus taxes at applicable rates and reimbursement of out of pocket expenses incurred by them in connection with the cost audit. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors requires ratification by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2023 as set out in the resolution. The Board recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 11 of the accompanying Notice.

#### Item No. 12:

Your Company is primarily in the business of "Soaps and Detergents" and has also over the years diversified into various other businesses like Hygiene Care Products, Wind Power Generation, etc. It is a leading player in Detergents and markets its products under the Brand Name "Ghadi".

The Company intends to pursue new lines of businesses, viz.

- Manufacturing and dealing in all types and grades of chemicals, heavy chemicals.
- Manufacturing and dealing in all types and grades of salts, marine minerals and their derivatives, by-products and compounds of any nature including desalination of seawater
- Manufacturing and dealing in all kinds of cement,

clinker, lime, plasters, whiting, clay and their by-products

- Providing the customers an online marketplace, platform, technology and/or other mechanism services including known or unknown technology and other similar means, to enable and facilitate transactions, commerce, electronic commerce, mobile commerce, any type of commerce.

Keeping up with the changing times, the Company intends to further expand its business by:

- Diversification into new areas i.e. Chemicals, Salts, Cements, etc. having common raw materials / byproducts for cost optimization, value enhancement and improved profitability.
- Value Creation and enhancement in partnership with experienced and well reputed manufacturer and/or merchants by delivering an e-commerce platform with optimized order processing and support services.

Hence, consent of the members is sought in terms of Section 13 of the Companies Act, 2013 for altering the Main Objects Clause of the

Memorandum of Association of the Company by including the proposed clause as given in the resolution to its main objects, which would facilitate pursuing the new business.

Your directors recommend special resolution at item no. 12 for approval by the members.

A draft of Altered Memorandum of Association of the Company shall be available for inspection at the Registered Office of the Company on any working day between 11:00 AM and 1:00 PM upto the date of ensuing Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution.

By Order of the Board  
For **RSPL LIMITED**  
(S. K. BAJPAI)  
Company Secretary  
Membership No. F3753

Place: Gurugram  
Date: 10<sup>th</sup> August, 2022