

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of RSPL Limited, will be held on Thursday September 30, 2021 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 BUSINESSES:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial year ended March 31, 2021 together with the Reports of Directors and Auditors thereon;
2. To confirm the payment of Final Dividend @ INR 1/- per share to the shareholders of the Company for the Financial Year ended March 31, 2021.
3. To appoint a Director in place of Mr Manoj Kumar (DIN- 00049387) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Rohit Gyanchandani (DIN- 00049486) who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider re-appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, Gurugram (FRN: 001076N/ N500013), as the Statutory Auditors of the Company to hold office from conclusion of 33rd AGM to the conclusion of 38th AGM

SPECIAL BUSINESS:

6. To ratify the remuneration of the Cost Auditor for the Financial year ending March 31, 2022 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 INR 6,00,000/- (Rupees Six lakh) plus applicable goods and service tax for the financial year ended March 31, 2022 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 2021-22."

By Order of the Board
For **RSPL LIMITED**

(S. K. BAJPAI)
Company Secretary

Place: Gurugram

Date: September 11, 2021

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.
4. The details of Directors seeking appointment under Item Nos. 3 and 4 of the accompanying notice are given in the Statement as hereunder:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Particulars	Manoj Kumar	Rohit Gyanchandani
DIN	00049387	00049486
Date of Birth	October 22, 1972	April 10, 1984
Qualifications	Graduate	MBA
Experience	28 Years	16 Years
Date of Appointment on the Board	March 11, 2008	February 4, 2005
Expertise in specific functional area	Marketing, Advertisement and Media functions of the Company.	International Business, Hygiene Care Business and Dish wash segment of the Company.
Chairman / Director of other Companies	<ol style="list-style-type: none"> 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 	<ol style="list-style-type: none"> 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
Chairman / Member of Committee of the Board of other Companies of which he is a Director	Corporate Social Responsibility Committee <ol style="list-style-type: none"> 1. Leayan Global Private Limited (Chairman) 2. NIF Private Limited (Chairman) 	Corporate Social Responsibility Committee <ol style="list-style-type: none"> 1. Leayan Global Private Limited (Member) 2. RSPL Health Private Limited (Member)
Shareholding of Director in the Company	64,17,496 shares of INR 10/- each (15%)	64,17,496 shares of INR 10/- each (15%)
Relationship with other Director(s).	Murlidhar Gyanchandani (Father) Rahul Gyanchandani (Brother)	Bimal Kumar Gyanchandani (Father)
No. of Meetings of the Board attended during the year	06	06

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6:

The Board of Directors of the Company at its Meeting held on July 30, 2021, 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, 2022 at a remuneration of INR 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, 2022 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. 6 of the Notice.

By Order of the Board
For **RSPL LIMITED**

(S. K. BAJPAI)
Company Secretary

Place: Gurugram

Date: September 11, 2021