

ARORA MATTHEY LIMITED
(CIN: U51909WB1964PLC026033)

Regd. Office: 166, Netaji Subhash Chandra Bose Road
Kolkata – 700 040

NOTICE

NOTICE is hereby given that the Fifty-Ninth Annual General Meeting of the Members of ARORA MATTHEY LIMITED (‘Company’) will be held on Friday, the 29th September, 2023 at 2:00 P.M. IST through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’) in accordance with the applicable provisions of The Companies Act, 2013 (“the Act”) and Rules framed thereunder read with General Circular No. 14/2020 dated 08/04/2020, General Circular No. 17/2020 dated 13/04/2020, General Circular No. 20/2020 dated 05/05/2020, General Circular No. 02/2021 dated 13/01/2021, General Circular No. 21/2021 dated 14/12/2021, General Circular No. 3/2022 dated 05/05/2022, General Circular No. 11/2022 dated 28/12/2022, issued by the Ministry of Corporate Affairs (“MCA”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2022-2023 and the Reports of Directors and Auditors thereon.
2. To declare dividend @ Rs 150.00 per equity share on the face value of Rs. 100.00 each.
3. To appoint Mr. Vikram Arora (DIN: 00355164) who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Auditor of the Company for a period of 1 (one) year and to consider and pass the following as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, read with The Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Goenka Kumar & Co., Chartered Accountants, (Firm Registration No. 326554E) be and is hereby re-appointed as the Statutory Auditor of the Company for a period of 1 (One) year and to hold the office from the conclusion of this Fifty-Ninth Annual General Meeting till the conclusion of Sixtieth Annual General Meeting of the Company, at a remuneration (to be decided by the Board of Directors in consultation with the Auditors) plus applicable rate of Goods and Service Tax and re-imbursalment of travelling and out of pocket expenses incurred by them for the purpose of audit.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary on this behalf.

SPECIAL BUSINESS:

5. To consider and pass if thought fit, the following as

SPECIAL RESOLUTION:**Re-appointment and remuneration of Cost Auditor**

RESOLVED THAT pursuant to Section 148 and other applicable provisions of The Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, M/s. Sohan Lal Jalan & Associates, Cost Accountants (FRN: 000521), be and is hereby re-appointed as the Cost Auditor of the company for the Financial Year 2023-24 for conducting the audit of cost records of the company at a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand Only) per annum plus applicable Goods and Service Tax, if any.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary on this behalf.

6. To consider and pass if thought fit, the following as:

SPECIAL RESOLUTION:**Appointment of Mr. Susanta Kumar Nayak as Independent Director**

RESOLVED THAT pursuant to Sections 149(6), 149(8), 150(2) read with the Schedule IV to the Companies Act, 2013, Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr Susanta Kumar Nayak (DIN 01573124) be and is hereby appointed Independent Director of the company to hold the position for a term of two years.

7. To consider and pass if thought fit, the following as:

SPECIAL RESOLUTION:**Appointment of Mr. Mrinal Kanti Das as Independent Director**

RESOLVED THAT pursuant to Sections 149(6), 149(8), 150(2) read with the Schedule IV to the Companies Act, 2013, Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr Mrinal Kanti Das (DIN: 05221122) be and is hereby appointed Independent Director of the company to hold the position for a term of two years.

8. To consider and pass if thought fit, the following as

SPECIAL RESOLUTION:**Appointment of Mr. Sarva Prakash Arora as Director**

RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification) Rules, 2014, Mr. Sarva Prakash Arora (DIN: 00354919) be and is hereby appointed Director of the Company liable to retire by rotation.

9. To consider and pass if thought fit, the following as:

SPECIAL RESOLUTION:

Appointment of Mr. Suraj Prakash Arora as Director

RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification) Rules, 2014 Mr. Suraj Prakash Arora (DIN: 01179807) be and is hereby appointed Director of the Company with effect from 1st January, 2024 up to the conclusion of the Annual General Meeting for Financial Year ended as on 31st March 2024, liable to retire by rotation.

10. To consider and pass, if thought fit, the following as:

SPECIAL RESOLUTION:

Re-appointment of Mr. Sarva Prakash Arora as Managing Director of the Company till the conclusion of the Annual General Meeting for Financial Year ended 31st March, 2024.

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of The Companies Act, 2013 ('ACT') read with Rule 3 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('RULES') and other applicable Rules framed under the said Act (including any statutory modification or re-enactment thereof) approval of the members be and is hereby accorded to the re-appointment of Mr. Sarva Prakash Arora (DIN: 00354919) as the Managing Director of the Company commencing from 29th September, 2023, the date of conclusion of the Fifty-Ninth Annual General Meeting up to the date of conclusion of the Annual General Meeting for Financial Year ended 31st March, 2024 more fully explained in the Explanatory Statement annexed.

FURTHER RESOLVED THAT subject to the provisions of the Act and Rules the Board be and is hereby authorized to alter the terms and conditions of the appointment and/or remuneration as fixed by the members subject to the same not exceeding the limit as specified under section 197 read with Schedule V of The Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) given as under :

Salary	:	Rs. 2,00,000/- (Rupees Two Lac Only) per month
Perquisites	:	
Category A	:	
(i) Housing		Nil
(ii) Gas, Electricity & Water		Re-imbusement of expenses upto 10 % (Ten per cent) of Salary.
(iii) Medical		Re-imbusement of medical expenses for self and family actually incurred subject to a maximum of one month's salary in a year or three months' salary over a period of three years.
(iv) Leave Travel Concession		For self and family once a year as per rules for the

	managerial personnel framed by the Company.
(v) Club Fees	Subject to a maximum of two clubs but no Admission and Life Membership Fees.
(vi) Personal Accident Insurance	Premium not to exceed Rs. 10,000/- p.a.
Category - B	
(i) Provident Fund	Contribution to provident fund will not be included in the ceiling of perquisites to the extent this is not taxable under the Income Tax Act, 1961.
(ii) Gratuity	Gratuity payable should not exceed half month's salary for each completed year of service.
(iv) Leave	Leave with right to encashment as per the applicable Leave Rules for the managerial personnel framed by the company.
Category - C	
	(i) Provision for car for use on Company's business and telephone at residence will not be considered as perquisites.
	(ii) Personal long-distance calls or phone and use of car for private purpose to be billed by the Company.
Category - D	Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid subject to the limits prescribed in Schedule V to the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to do such acts and deeds as deemed necessary to give effect to the resolution.

11. To consider and pass, if thought fit, the following as

SPECIAL RESOLUTION:

Re-appointment of Mr. Suraj Prakash Arora as Whole-Time Director of the Company from 1st January, 2024 till the conclusion of the Annual General Meeting for Financial Year ended 31st March, 2024.

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provision of The Companies Act, 2013 ('ACT') read with Rule 3 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('RULES') and other applicable Rules framed under the said Act (including any statutory modification or re-enactment thereof) approval of the members be and is hereby accorded to the re-appointment of Mr. Suraj Prakash Arora (DIN: 01179807) as the Whole-Time Director of the Company commencing from 1st January, 2024 till the conclusion of the Annual General Meeting for Financial Year ended 31st March, 2024 more fully explained in the Explanatory Statement annexed.

FURTHER RESOLVED THAT subject to the provisions of the Act and Rules the Board be and is hereby authorized to alter the terms and conditions of the appointment and/or remuneration as fixed by the members subject to the same not exceeding the limit as specified under section 197 read with Schedule V of The Companies Act, 2013

(including any statutory modification or re-enactment thereof for the time being in force) given as under :

Salary :	Rs. 1,50,000/- (Rupees One Lac Fifty Thousand Only) per month
Perquisites :	
Category A :	
(i) Housing	Nil
(ii) Gas, Electricity & Water	Re-imbursement of expenses upto 10 % (Ten per cent) of Salary.
(iii) Medical	Re-imbursement of medical expenses for self and family actually incurred subject to a maximum of one month's salary in a year or three months' salary over a period of three years.
(iv) Leave Travel Concession	For self and family once a year as per rules for the managerial personnel framed by the Company.
(v) Club Fees	Subject to a maximum of two clubs but no admission and Life Membership Fees.
(vi) Personal Accident Insurance	Premium not to exceed Rs. 4,000/- p.a.
Category - B	
(i) Provident Fund	Contribution to provident fund will not be included in the ceiling of perquisites to the extent this is not taxable under the Income Tax Act, 1961.
(ii) Gratuity	Gratuity payable should not exceed half month's salary for each completed year of service.
(iv) Leave	Leave with right to encashment as per the applicable Leave Rules for the managerial personnel framed by the company.
Category - C	
	(i) Provision for car for use on Company's business and telephone at residence will not be considered as perquisites.
	(ii) Personal long-distance calls or phone and use of car for private purpose to be billed by the Company.
Category - D	Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid subject to the limits prescribed in Schedule V to the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to do such acts and deeds as deemed necessary to give effect to the resolution.

Place: Kolkata
Dated: 01.09.2023

On behalf of the Board of Directors

(Sarva Prakash Arora)
Managing Director
DIN: 00354919

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE IN HIS STEAD. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING AND A PROXY FORM IN MGT-11 IS ENCLOSED.
2. The Register of Members will be closed from 21st September, 2023 to 29th September, 2023 (both days inclusive).
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating material facts relating to the Special Business to be transacted at this Annual General Meeting is given separately is attached to the Notice of the Annual General Meeting.
4. The Annual General Meeting will be held virtually and the link will be sent to all the members in advance so that all members can attend the meeting.
5. Registrars and Transfer Agent: Maheshwari Datamatics Private Limited (Registration ID: IN2 NSDL,) Registrar and Share Transfer Agent, having its Registered Office address at 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700001. Email : mdpldc@yahoo.com, Telephone No. (033) 2248-2248/2243-5029/2231-6839

ARORA MATTHEY LIMITED
(CIN: U51909WB1964PLC026033)
166, Netaji Subhash Chandra Bose Road
Kolkata – 700 040

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the notice.

Item No. 5

Pursuant to Section 148 read with The Companies (Cost Records and Audit) Rules, 2014 your company is required to appoint a Cost Auditor for conducting cost audit. M/s. Sohan Lal Jalan & Associates, Cost Accountants was appointed as Cost Auditor for the Financial Year 2022-23 and vacates office at the conclusion of Annual General Meeting and offer themselves for re-appointment for that Financial Year 2023-24. Your Board of Directors commend their appointment and remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand Only) per annum plus Goods and Service Tax, if any.

Your Directors commend the resolution as Special Resolution..

None of the Directors are personally interested in the resolution.

Item No. 6

Pursuant to Sections 149(6), 149(8), 150(2) read with the Schedule IV to the Companies Act, 2013, Rule 4 of The Companies (Appointment and Qualification of Directors) Rules, 2014, Mr Susanta Kumar Nayak (DIN 01573124) was appointed Additional Independent Director in the Board Meeting held on 10th January, 2023. Detail of Mr Susanta Kumar Nayak is given as under :

- i) Name : Mr. Susanta Kumar Nayak
- ii) Occupation : Practicing Company Secretary (FCS)
- iii) Date of Birth : 11/05/1980
- iv) Nationality : Indian
- v) DIN : 01573124
- vi) Experience : Experience in Corporate Affairs

Mr. Susanta Kumar Nayak holds the position of Additional Independent Director upto the Annual General Meeting, to be held on 29th September, 2023. Your Board of Directors in the Board Meeting held on 1st September, 2023 commend the appointment of Mr. Susanta Kumar Nayak as Independent Director for a term of two years. Mr. Susanta Kumar Nayak, being eligible has given his consent for such appointment in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and has informed that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013. Mr. Susanta Kumar Nayak as Independent Director will abide the Code of Conduct for Independent Directors stated in Schedule IV to the Companies Act, 2013.

Your Directors commend the resolution as Special Resolution.

None of the Directors are personally interested in the resolution.

Item No.7

Pursuant to Sections 149(6), 149(8), 150(2) read with the Schedule IV to the Companies Act, 2013, read with Rule 4 of The Companies (Appointment and Qualification of Directors) Rules, 2014, Mr Mrinal Kanti Das (DIN 05221122) was appointed Additional Independent Director in the Board Meeting held on 10th January, 2023. Detail of Mr. Mrinal Kanti Das is given as under :

- i) Name : Mr. Mrinal Kanti Das
- ii) Occupation : Practicing Chartered Accountant (FCA)
- iii) Date of Birth : 01/10/1950
- iv) Nationality : Indian
- v) DIN : 05221122
- vi) Experience : Experience in Corporate Affairs

Mr. Mrinal Kanti Das holds the position of Additional Independent Director upto the Annual General Meeting, to be held on 29th September, 2023. Your Board of Directors in the Meeting held on 1st September, 2023 commend the appointment of Mr. Mrinal Kanti Das as Independent Director for a term of two years. Mr. Mrinal Kanti Das, being eligible has given his consent for such appointment in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and has informed that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013.

Your Directors commend the resolution as Special Resolution.

None of the Directors are personally interested in the resolution.

Item No. 8

Mr. Sarva Prakash Arora (DIN: 00354919) vacates office as Director on his vacation of the office of Managing Director with the conclusion of the Fifty-Ninth Annual General Meeting, your Board of Directors in the meeting held on 1st September, 2023 recommend his appointment as Director liable to retire by rotation.

Your company has received the consent in writing from Mr. Sarva Prakash Arora in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and has informed that he is not disqualified under Section 164 sub-section (2) of the Companies Act, 2013. Mr. Sarva Prakash Arora as member of the Board will follow the Code of Conduct of the Company and perform the duties as prescribed by the directors from time to time subject to the provisions of Section 166 of the Companies Act, 2013.

Detail of Mr. Sarva Prakash Arora is given as under:

- I. Name : Mr. Sarva Prakash Arora
- II. Occupation : Engineer, Business
- III. Date of Birth : 15/03/1939
- IV. Nationality : Indian
- V. DIN : 00354919
- VI. Experience : Experience in Corporate Affairs.

Your Directors commend the resolution as Special Resolution.

Mr. Sarva Prakash Arora and Mr. Suraj Prakash Arora is personally interested in the resolution. The other members of the Board are not personally interested in the resolution.

Item No. 9

Mr. Suraj Prakash Arora (DIN: 01179807) vacates the office of Whole-Time Director with effect from 31st December, 2023. Upon receiving consent for being considered for re-appointment as Whole-Time Director, your Board of Directors in the meeting held on 1st September, 2023 recommend his appointment as Director liable to retire by rotation. The consideration of appointment of Mr. Suraj Prakash Arora as Whole-Time Director is included in the subsequent agenda.

Your company has received the consent in writing from Mr. Suraj Prakash Arora in form DIR-2 pursuant to the Rule 8 of The Companies (Appointment & Qualifications of Directors) Rules 2014 and has informed that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013. Mr. Suraj Prakash Arora as Whole-Time Director of the Board will follow the Code of Conduct of the Company and perform the duties as prescribed by the directors from time to time subject to the provisions of Section 166 of The Companies Act, 2013.

Detail of Mr. Suraj Prakash Arora are given below:

- I. Name : Mr. Suraj Prakash Arora
- II. Occupation : MBA, Business
- III. Date of Birth : 05/04/1975
- IV. Nationality : Indian
- V. DIN : 01179807
- VI. Experience : Experience in Corporate Affairs.

Your Directors commend the resolution as Special Resolution.

Mr. Suraj Prakash Arora and Mr. Sarva Prakash Arora as members of the Board are personally interested in the resolution. Mr Sarva Prakash Arora is also interested in the resolution. No other Director is interested in the resolution.

Item No. 10

As per the terms of appointment of Mr. Sarva Prakash Arora his term of appointment as Managing Director ends with the conclusion of Fifty-Ninth Annual General Meeting of the company. Your Board in the meeting held on 1st September, 2023 recommended the appointment of Mr. Sarva Prakash Arora as Managing Director from the conclusion of the Fifty-Ninth Annual General meeting to be held on 29/09/2023 till the conclusion of the Sixtieth Annual General Meeting to be held for the Financial Year 2023-24.

As per the provisions of Sections 196, 197, 203 Schedule V and other applicable provisions of The Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Below is mentioned the terms and conditions for appointment of Mr. Sarva Prakash Arora (DIN: 00354919) as Managing Director

Your company has received the consent in writing from Mr. Sarva Prakash Arora in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors)

Rules 2014 and has informed that he is not disqualified under section 164 sub-section (2) of The Companies Act, 2013.

Detail of Mr. Sarva Prakash Arora is given as under:

- I. Name : Mr. Sarva Prakash Arora
- II. Occupation : Engineer, Business
- III. Date of Birth : 15/03/1939
- IV. Nationality : Indian
- V. DIN : 00354919
- VI. Experience : Experience in Corporate Affairs.

Managing Director as a member of the Board will follow the Code of Conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of Section 166 of the Companies Act, 2013.

The terms and conditions of the appointment and remuneration are mentioned below:

Salary :	Rs 2,00,000/- (Rupees Two Lac Only) per month
Perquisites :	
Category A :	
(i) Housing	Nil
(ii) Gas, Electricity & Water	Re-imbusement of expenses up to 10 % (Ten per cent) of Salary.
(iii) Medical	Re-imbusement of medical expenses for self and family actually incurred subject to a maximum of one month's salary in a year or three months' salary over a period of three years.
(iv) Leave Travel Concession	For self and family once a year as per rules for the managerial personnel framed by the Company.
(v) Club Fees	Subject to a maximum of two clubs but no admission and Life Membership Fees.
(vi) Personal Accident Insurance	Premium not to exceed Rs 10,000/- p.a.
Category - B	
(i) Provident Fund	Contribution to provident fund will not be included in the ceiling of perquisites to the extent this is not taxable under the Income Tax Act, 1961.
(ii) Gratuity	Gratuity payable should not exceed half a month's salary for each completed year of service.
(iv) Leave	Leave with right to encashment as per the applicable Leave Rules for the managerial personnel framed by the company.
Category - C	
	(i) Provision for car for use on Company's business and telephone at residence will not be considered as perquisites.
	(ii) Personal long distance calls or phone and use of car for private purpose to be billed by the Company.
Category - D	Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid subject to the limits prescribed in Schedule V to the Companies Act, 2013.

Your Board of Directors commend the resolution as a Special Resolution will have to be passed by the members.

Mr. Sarva Prakash Arora and Mr. Suraj Prakash Arora as member of the Board are interested in the resolution. Other members of the Board are not personally interested in the resolution.

Item No. 11

As per the terms of appointment of Mr. Suraj Prakash Arora, his term of appointment as Whole-Time Director ends on 31st December, 2023. Your Board in the meeting held on 1st September, 2023 recommend the appointment of Mr. Suraj Prakash Arora as Whole-Time Director from 1st January, 2024 till the conclusion of the Sixtieth Annual General Meeting to be held for the Financial Year 2023-24.

As per the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions of The Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. terms and conditions for appointment of Mr. Suraj Prakash Arora (DIN: 01179807) as Whole-Time Director is given here under.

Your company has received the consent in writing from Mr. Suraj Prakash Arora in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 and has informed that he is not disqualified under section 164 sub-section (2) of The Companies Act, 2013.

Detail of Mr. Suraj Prakash Arora are given below:

- I. Name : Mr. Suraj Prakash Arora
- II. Occupation : MBA, Business
- III. Date of Birth : 05/04/1975
- IV. Nationality : Indian
- V. DIN : 01179807
- VI. Experience : Experience in Corporate Affairs.

Whole-Time Director as a member of the Board will follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of Section 166 of the Companies act, 2013.

The terms and conditions of the appointment and remuneration are mentioned below:

Salary : Rs 1,50,000/- (Rupees One Lac Fifty Thousand Only) per month

Perquisites :

Category A :

(i) Housing Nil

(ii) Gas, Electricity & Water Re-imbursement of expenses up to 10 % (Ten per cent) of Salary.

(iii) Medical Re-imbursement of medical expenses for self and family actually incurred subject to a maximum of one month's salary in a year or three months' salary over a period of three years.

- (iv) Leave Travel Concession For self and family once a year as per rules for the managerial personnel framed by the Company.
- (v) Club Fees Subject to a maximum of two clubs but no admission and Life Membership Fees.
- (vi) Personal Accident Insurance Premium not to exceed Rs 4,000/- p.a.
- Category - B
- (i) Provident Fund Contribution to provident fund will not be included in the ceiling of perquisites to the extent this is not taxable under the Income Tax Act, 1961.
- (ii) Gratuity Gratuity payable should not exceed half a month's salary for each completed year of service.
- (iv) Leave Leave with right to encashment as per the applicable Leave Rules for the managerial personnel framed by the company.
- Category - C
- (i) Provision for car for use on Company's business and telephone at residence will not be considered as perquisites.
- (ii) Personal long-distance calls or phone and use of car for private purpose to be billed by the Company.
- Category - D
- Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid subject to the limits prescribed in Schedule V to the Companies Act, 2013.

Your Board commend the passing of Special Resolution.

Mr. Suraj Prakash Arora and Mr. Sarva Prakash Arora as member of the Board are interested in the resolution. Other members of the Board are not personally interested in the resolution

By Order of the Board of Directors

Place: Kolkata
Dated: 01.09.2023



(Sarva Prakash Arora)
Managing Director
DIN: 00354919