



P. K. Leasing & Finance Ltd.

P-36, India Exchange Place, 4th Floor
Kolkata-700 001 • Phone : +91 33 2225 3123
E-mail : anilpklf@yahoo.co.in • anilpklf@gmail.com
Web. : www.pkleasing.in
CIN : L65910WB1992PLC055895

Date: 11-08-2020

The Listing Department Metropolitan Stock Exchange of India Ltd 4 th Floor, Vibavor Towers Plot No. C-62, opp. Trident Hotel Bandra Kurla Complex, Bandra East Mumbai-400098 Symbol: PKLEASING	The Secretary The Calcutta Stock Exchange Ltd 7, Lyons Range Kolkata-700 001 Scrip Code No. 10026186
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Ref: Regulation 42(2), 42(3), 42(4) & 42(5) of SEBI (LODR) Regulations 2015

Sub: Notice for Book Closure of Register of Members and Share Transfer Books, e-voting cut-off date and Announcing of AGM date for financial year ended March 31, 2020 (2019-2020)

Dear Sir,

With Reference to the above mentioned subject and in terms of Regulation 42 of SEBI (LODR) Regulations 2015, we wish to inform you that:-

- (1) Annual General Meeting of the Company Schedule to be held on Thursday 24th September, 2020 at 11 AM
- (2) Fixation date of Book Closure i.e. Friday 18th September 2020 to Thursday 24th September 2020 (Both Days inclusive).
- (3) Fixation of Cut-off date i.e. Thursday 17th September, 2020 for the purpose of members eligible for e-voting.
- (4) Fixation of e-voting period i.e. Monday 21st September 2020 to Wednesday 23rd September 2020 for the purpose of vote on Business to be transacted at Annual General Meeting.

Thanking you,

Yours faithfully
For P. K. LEASING & FINANCE LTD

ANIL KUMAR AGARWAL
(MANAGING DIRECTOR)
DIN: 00315722

Encl: AGM Notice

Notice is hereby given that **28th Annual General Meeting** of members of P.K. Leasing & Finance Limited will be held on **Thursday, 24th September 2020** at **11:00 a.m.** at the registered office of the Company at **P-36, India Exchange Place, 4th Floor, Kolkata-700 001** to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1-Adoption of financial Statements for the financial year ended 31st March 2020:

To receive, consider and adopt the Audited Financial Statements (Balance Sheet, Statement of Profit & Loss, Cash Flow Statements and other financial Reports) of the company for the financial year ended March 31, 2020 and the report of the Board of Directors ("the Board") and Auditors thereon.

Item No. 2-Retirement by Rotation of Director:

To appoint a Director in the place of Mr.Anil Kumar Agarwal (DIN-**00315722**) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3-To Approve the Re-Appointment of Managing Director

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

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr.Anil Kumar Agarwal (DIN-**00315722**) as the Chairman and Managing Director (Key Managerial Personnel) of the Company, for a period of five years from April 1, 2020 to March 31, 2025 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on January 27, 2020, on the terms and conditions including remuneration for period of 3 (three years) on the terms and conditions including remuneration as set out below, with liberty to Board of Directors and/or Nomination and Remuneration Committee to alter and vary the terms and conditions subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof

i) SALARY:

A Consolidated salary (including allowances) of Rs. 9, 00,000/- (Rupees Nine Lacs) per annum to Rs 18, 00,000/- (Rupees Fifteen Lacs only) per annum shall be payable to Mr.Anil Kumar Agarwal.

ii) OTHER BENEFITS:

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, if any, shall be in addition to the remuneration under (i) above.

iii) OTHER TERMS AND CONDITIONS

- a. He shall be entitled to re-imbusement of actual out-of pocket expenses incurred in connection with the business of the Company.
- b. He shall be entitled to re-imbusement of entertainment expenses incurred for the business of the Company.

- c. He shall be entitled to re-imbusement of expenses incurred for travelling, board and lodging during business trips and provision for car(s) for the use of Company's business and communication expenses.
- d. The above stated expenses shall be reimbursed at actuals and not considered as perquisites.
- e. He will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be assigned by the Board from time to time. The Board may also from time to time entrust to and confer upon him for the time being such power exercisable under the authority of the Board as it think fit and may confer such power for such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as it think fit and may from time to time revoke, withdraw, alter or vary all or any such power. His function will be under the overall authority and supervision of Board of Directors.
- f. He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Companies Act, 2013 with regard to the duties of Directors.
- g. He shall be subject to retirement by rotation during his tenure as a Managing Director. However in case of his re-appointment as director immediately on retirement by rotation he shall be continue to hold his office as Whole time Director and re-appointment shall not be deemed to constitute break of his appointment;"

"RESOLVED FURTHER THAT the total Managerial Remuneration payable to Managing director of the Company in any financial year is in accordance with the provisions of applicable Sections of the Companies Act, 2013 and rules made thereunder and Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT any Director of the Company and/or Miss. Deepika Luharuka, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things including filing of resolution with Registrar of Companies and deal with all such matters and in its absolute discretion as may be consider necessary, expedient or desirable to give effect to all the above resolutions."

**By order of the Board
For P.K.LEASING & FINANCE LTD**

**Anil Kumar Agarwal
Managing Director
DIN: 00315722
Add: P-36, India Exchange Place,
4th Floor, Kolkata-700001**

**Place: Kolkata
Date: 11.08.2020**

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mseema8@gmail.com
5. The Members can join the Annual General Meeting in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available for at least 150 members on first come first served basis. This will include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **18th September, 2020 to 24th September 2020**.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed company’s shares can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Niche Technologies Private Limited for assistance in this regard.
8. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the company in case the shares are held by them in physical form.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company in case the shares are held by them in physical form.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company in case the shares are held in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.pkleasing.in and websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India at www.msei.in and on the website of CDSL.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
16. Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONICS MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The remote e-voting period commences on **Monday, September 21, 2020 (9:00 a.m. IST) and ends on Wednesday September 23, 2020 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Thursday, September 17, 2020** i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

3. The Board of Directors has appointed **Ms. Seema Manglunia (Membership No. FCS 9390) of Practicing Company Secretaries** as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending request at anilpklf@yahoo.co.in However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote

PROCESS FOR E-VOTING:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on “Shareholders” tab.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (vii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company Name i.e.” **P.K. LEASING & FINANCE LTD.**” on which you choose to vote.
- (xi) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Institutional Shareholders & Custodians:**
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 22 5533.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Explanatory Statement

(Pursuant to section 102 of Companies Act, 2013)

ITEM NO.3

Item No.1:

Mr.Anil Kumar Agarwal (DIN-**00315722**) aged 45 years is a Graduate and Chairman of the Company. He is a prominent industrialist with wide business experience.

He is a key promoter of the Company. He has in-depth knowledge of the core business of the Company. During his long association as Director of the Company, he has provided with lot of impetus related to proper functioning as well as general administration of the Company.

He has been affiliated with the Company as a member of the Board of Directors since 24th May, 2000 and from then the Company has been taking the advantage of his guidance and supervision. He has an experience of more than 19 years on all aspects of business of the Company and is engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

As on date, he holds 11600 Shares (0.373%) equity shares in the Company.

He is a Member in Stakeholders Relationship Committee and Audit Committee of the Company.

Considering his knowledge and experience, the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, in its meeting held on 27th January, 2020, unanimously appointed Mr.Anil Kumar Agarwal (DIN-**00315722**) as a Managing Director of the Company for a period of 5 (Three) years with effect from 01.04.2020 with terms and conditions specified in the resolution no. 3 in terms of Section 196,197,198, Section II of Part II of Schedule V and applicable provisions of the Companies Act, 2013 and rules made thereunder.

As per Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits. Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V.

Section II of Part II of Schedule V prescribes the limit of maximum remuneration to be paid to a managerial Personnel by taking approval from shareholders of the Company by way of Ordinary resolution. Provided that the remuneration in excess of Limits as specified in Section II of Part II of Schedule V may be paid if the resolution passed by the shareholders is a special resolution.

Since remuneration payable to all managerial personnel of the Company may exceed 11% of net profit of the Company, the Board of Directors have decided to take approval from Shareholders of the Company by way of ordinary resolution as per provisions of Section 196,197,198, Section II of Part II of Schedule V of the Companies Act, 2013 and rules made thereunder.

Further the company is not required to take prior approval of the bank or public financial institution or non-convertible debenture holders or any other secured creditor, as the Company has not defaulted in payment of dues to any bank or public financial institution concerned or non-convertible debenture holders or any other secured creditor.

The above may be treated as a written memorandum setting out the terms of appointment of Mr Anil Kumar Agarwal as a Managing Director under Section 190 of the Companies Act, 2013.

**STATEMENT OF PARTICULARS
(PURSUANT TO SCHEDULE-V TO THE COMPANIES ACT, 2013)
MR ANIL KUMAR AGARWAL, MANAGING DIRECTOR**

I. General information:

(1) Nature of industry: NBFC

(2) Date ~~or expected date~~ of commencement of commercial production: 08.07.1972

(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:

Particulars	2019-20
Total Revenue	24,09,787
Total Expenses	23,81,704
Profit / (Loss) Before Taxation	42,628
Profit after Taxation	8,839

(5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

(1) Background details:

Mr. Anil Kumar Agarwal (DIN-00315722) aged 45 years is a Graduate and Chairman of the Company. He is a prominent industrialist with wide business experience.

He is a key promoter of the Company. He has in-depth knowledge of the core business of the Company. During his long association as Director of the Company, he has provided with lot of impetus related to proper functioning as well as general administration of the Company.

He has been affiliated with the Company as a member of the Board of Directors since 24th May, 2000 and from then the Company has been taking the advantage of his guidance and supervision. He has an experience of more than 19 years on all aspects of business of the Company and is engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

(2) Past remuneration:

He had been drawing salary of Rs. 75,000/- per month as Managing Director with effect from 1st April, 2015 to 31st March, 2020 and the same had been approved by the Shareholders of the Company in their Extra Ordinary General Meeting held on 31st March, 2015. The remuneration was paid to him in accordance with Section 197, 198 and Schedule V of the Companies Act, 2013 as the total remuneration paid to the Directors including managerial Personnel of the Company were within the limit of 11% of net profit as per Section 197 of the Companies Act, 2013.

(3) Recognition or awards:

Not Applicable

(4) Job profile and his suitability:

He is a key promoter of the Company. He has in-depth knowledge of the core business of the Company. During his long association as Director of the Company, he has provided with lot of impetus related to proper functioning as well as general administration of the Company.

He has been affiliated with the Company as a member of the Board of Directors since 1st November, 2003 and from then the Company has been taking the advantage of his guidance and supervision. He has an experience of more than 16 years on all aspects of business of the Company and is engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

Considering his knowledge and experience, the Board of Directors of the Company unanimously appointed Mr. Anil Kumar Agarwal (DIN-00315722) as a Managing Director of the Company for a period of 5 (Three) years with effect from 01.04.2020 with terms and conditions specified in the resolution no. 3 in terms of Section 196, 197, 198, Section II of Part II of Schedule V and applicable provisions of the Companies Act, 2013 and rules made thereunder. He will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be assigned by the Board from time to time. The Board may also from time to time entrust to and confer upon him for the time being such power exercisable under the authority of the Board as it think fit and may confer such power for such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as it think fit and may from time to time revoke, withdraw, alter or vary all or any such power. His function will be under the overall authority and supervision of Board of Directors.

(5) Remuneration proposed:

Salary, other perquisites and other terms as fully set out in resolution no. 3 of the Notice. The remuneration proposed is the remuneration as per Schedule V of the Companies Act, 2013.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.:

Mr Anil Kumar Agarwal is related to Director Mrs Ruchi Agarwal being his wife and Key Managerial Personnel Mr Nand Kishore Agarwal (CFO) being his father. Besides his remuneration, the Company has related party transactions with entities in which Mr Anil Kumar Agarwal is interested. The Board of Directors and Audit Committee duly approves the related party transactions and in the opinion of Board of Directors of the Company, none of the transactions is prejudicial to the interest of the Company. The Company discloses the related party transactions annually in the financial statements of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits:

Despite the best efforts of the Senior Management, the financial performance of the Company was not as per the expectation and due to cyclical phase in which the company is currently passing through, the Company had inadequate profits for the Financial Year 2019-20. However, it may be noted that the reasons for inadequate profit were beyond the control of the Company and those reasons cannot be attributed to laxity in performance of the Management of the Company. The proposed remuneration is within the limits of Schedule V of the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvement:

To address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, alongside working on improvements in process and controls. These cut across manufacturing, supply, chain, quality and other domains, and address issues of cost controls, value analysis.

(3) Expected increase in productivity and profits in measurable terms:

It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

Except Mr Anil Kumar Agarwal, being an appointee and Mr Nand Kishore Agarwal, Whole CFO, being his relative, Mrs Ruchi Agarwal, director being his wife none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders of the Company.

(Annexure to Item No 2 of the Notice)

Brief Profile of the Directors seeking re-appointment in the 28th Annual General Meeting on 24th September, 2020

Name of Director	Sri Anil Kumar Agarwal
Director Identification Number	DIN-00315722
Date of Birth	27 th July 1974
Date of First Appointment	24 th May 2000
Educational Qualification	BCOM
Expertise/Experience in specific functional areas	Business and Corporate Advisory, Taxation and NBFC financial activities
Chairmanship/Membership of Committees in this Company	Member in Stakeholders Relationship Committee and Audit Committee
Present Status of directorship in this Company	Managing Director
Directorship in other Public Limited Companies	None
Chairmanship/Membership of Committees in other Public Limited Companies	None
Shareholding as on 31st March 2020	11600 Shares (0.373%)
Seeking appointment/re-appointment	Retire by rotation and Seeking re-appointment
Rotational Status	Retire by Rotation