



Merino Industries Limited

CIN: U51909WB1965PLC026556

Registered Office: 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata: 700 020
Phone: 033-2290-1214, Fax: 91-33-2287-0314, E-mail: merinokol@merinoindia.com
Website: www.merinoindia.com

NOTICE

TO THE MEMBERS,

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Merino Industries Limited will be held at the Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071 on Monday, the 31st day of December, 2018 at 3-00 p.m. to transact the following items of business:

AS SPECIAL BUSINESS:

1. To consider and approve revision of remuneration in the form of provision of medical facility to Shri Prakash Lohia, Managing Director (DIN: 00063274) and in this regard to consider and pass the following resolution as Special Resolution:

“RESOLVED THAT approval be and is hereby accorded for revision of remuneration in the form of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, mother and spouse to Shri Prakash Lohia, Managing Director (DIN: 00063274) of the Company, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.”

“RESOLVED FURTHER THAT the medical facility be and is hereby made admissible during the currency of the service agreement of Shri Prakash Lohia, Managing Director of the Company.”

“RESOLVED FURTHER THAT the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.”

“RESOLVED FURTHER THAT any sum for medical facility including medical reimbursement, medical premium for self be and is hereby excluded prospectively from the perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

2. To consider and approve revision of remuneration in the form of provision of medical facility to Shri Champa Lal Lohia, Executive Chairman (DIN: 00154019) and in this regard to consider and pass the following resolution as Special Resolution:

“RESOLVED THAT approval be and is hereby accorded for revision of remuneration in the form of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and dependent daughter to Shri Champa Lal Lohia, Executive Chairman (DIN: 00154019) of the Company, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.”

“RESOLVED FURTHER THAT the medical facility be and is hereby made admissible during the currency of the service agreement of Shri Champa Lal Lohia, Executive Chairman of the Company.”

“RESOLVED FURTHER THAT the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.”

“RESOLVED FURTHER THAT any sum for medical facility including medical reimbursement, medical premium for self be and is hereby excluded prospectively from the perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement.”



“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

3. To consider and approve revision of remuneration in the form of provision of medical facility to Shri Rup Chand Lohia, Executive Vice-Chairman (DIN: 00063290) and in this regard to consider and pass the following resolution as Special Resolution:

“RESOLVED THAT approval be and is hereby accorded for revision of remuneration in the form of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self and spouse to Shri Rup Chand Lohia, Executive Vice-Chairman (DIN: 00063290) of the Company, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.”

“RESOLVED FURTHER THAT the medical facility be and is hereby made admissible during the currency of the service agreement of Shri Rup Chand Lohia, Executive Vice-Chairman of the Company.”

“RESOLVED FURTHER THAT the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.”

“RESOLVED FURTHER THAT any sum for medical facility including medical reimbursement, medical premium for self be and is hereby excluded prospectively from the perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

4. To consider and approve revision of remuneration in the form of provision of medical facility to Shri Prasan Lohia, Whole time Director (DIN: 00061111) and in this regard to consider and pass the following resolution as Special Resolution:

“RESOLVED THAT approval be and is hereby accorded for revision of remuneration in the form of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and children to Shri Prasan Lohia, Whole time Director (DIN: 00061111) of the Company, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.”

“RESOLVED FURTHER THAT the medical facility be and is hereby made admissible during the currency of the service agreement of Shri Prasan Lohia, Whole time Director of the Company.”

“RESOLVED FURTHER THAT the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.”

“RESOLVED FURTHER THAT any sum for medical facility including medical reimbursement, medical premium for self be and is hereby excluded prospectively from the perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

5. To consider and approve revision of remuneration in the form of provision of medical facility to Miss Ruchira Lohia, Whole time Director (DIN: 00127797) and in this regard to consider and pass the following resolution as Special Resolution:

“RESOLVED THAT approval be and is hereby accorded for revision of remuneration in the form of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis to Miss Ruchira Lohia, Whole time Director (DIN: 00127797) of the Company and her mother, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to her existing remuneration.”



“RESOLVED FURTHER THAT the medical facility be and is hereby made admissible during the currency of the service agreement of Miss Ruchira Lohia, Whole time Director of the Company.”

“RESOLVED FURTHER THAT the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.”

“RESOLVED FURTHER THAT any sum for medical facility including medical reimbursement, medical premium for self be and is hereby excluded prospectively from the perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

6. To consider and approve revision of remuneration in the form of provision of medical facility to Shri Bikash Lohia, Whole time Director (DIN: 00154013) and in this regard to consider and pass the following resolution as Special Resolution:

“RESOLVED THAT approval be and is hereby accorded for revision of remuneration in the form of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and children to Shri Bikash Lohia, Whole time Director (DIN: 00154013) of the Company, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.”

“RESOLVED FURTHER THAT the medical facility be and is hereby made admissible during the currency of the service agreement of Shri Bikash Lohia, Whole time Director of the Company.”

“RESOLVED FURTHER THAT the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.”

“RESOLVED FURTHER THAT any sum for medical facility including medical reimbursement, medical premium for self be and is hereby excluded prospectively from the perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

7. To consider and approve revision of remuneration in the form of provision of medical facility to Shri Madhusudan Lohia, Whole time Director (DIN: 00063278) and in this regard to consider and pass the following resolution as Special Resolution:

“RESOLVED THAT approval be and is hereby accorded for revision of remuneration in the form of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and children to Shri Madhusudan Lohia, Whole time Director (DIN: 00063278) of the Company, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.”

“RESOLVED FURTHER THAT the medical facility be and is hereby made admissible during the currency of the service agreement of Shri Madhusudan Lohia, Whole time Director of the Company.”

“RESOLVED FURTHER THAT the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.”

“RESOLVED FURTHER THAT any sum for medical facility including medical reimbursement, medical premium for self be and is hereby excluded prospectively from the perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”



8. To consider and approve the revision of remuneration of Shri Nripen Kumar Dugar, Whole-time Director (DIN: 00127790) and in this regard to consider and pass the following resolution as Ordinary Resolution:

“RESOLVED THAT approval be and is hereby accorded to the payment of special incentive to Shri Nripen Kumar Dugar, Whole-time Director (DIN: 00127790) of the Company of Rs.10.00 lac (Rupees Ten Lac only) payable in lumpsum in addition to his existing remuneration.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

By order of the Board
For Merino Industries Limited

Vinamrata Agrawal
Vinamrata Agrawal
Company Secretary

22nd November, 2018

Registered Office:

5, Alexandra Court,
60/1, Chowringhee Road,
Kolkata: 700 020
CIN: U51909WB1965PLC026556
Phone: 033 2290-1214 Fax: 2287-0314

NOTES:

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and to vote on a poll instead of himself / herself and such a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other member or shareholder.*
2. The instrument of proxy, in order to be valid and effective, must be delivered at the registered office of the Company not later than forty-eight hours (48 hours) before the commencement of the meeting. Attendance slip and proxy form are enclosed.
3. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 concerning the items of special business as per the agenda items to be transacted at this Extra-Ordinary General Meeting is annexed hereto.
4. Members are requested to make all correspondences in connection with shares held by them by addressing letters quoting their folio numbers directly to C B Management Services (P) Limited, P-22, Bondel Road, Kolkata – 700 019, the Registrar and Share Transfer Agent of the Company.
5. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their electronic share accounts, or to the Registrar and Share Transfer Agent of the Company in respect of their physical share folios.
6. Members are also requested to kindly inform their Pin code number and Bank Account details to C B Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
7. Members are requested to intimate to the Company beforehand, their query/ies, if any, regarding this notice at least ten days before the meeting to enable the management to keep the information required readily available at the meeting.
8. The Equity Shares of the Company are in the depository set up by the National Securities Depository Limited and Central Depository Services (India) Limited. The shares of the Company are in the dematerialization list with ISIN No. INE 662B01017.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID for easy identification at the meeting.
10. The notice convening this Extra-Ordinary General Meeting circulated to the members of the Company is made available on the Company's website at www.merinoindia.com.
11. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 17 / 2011 and 18 / 2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to the shareholders electronically as a part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by the



MCA, the Notice convening the General Meeting will be sent to the e-mail addresses as provided by the shareholders recorded with their depositories.

12. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at this Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 28th December, 2018 (9:00 a.m.) and ends on Sunday, 30th December, 2018 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th December, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ▪ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 a compliance user 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, or can be sent to the scrutinizer through email at aklabhes@gmail.com.
- (xix) 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.

I) In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Friday, 28th December, 2018 (9:00 a.m.) and ends on Sunday, 30th December, 2018 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th December, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
13. The e-voting period commences on 28th December, 2018 (9:00 a.m.) and ends on 30th December, 2018 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically.
14. The voting rights of shareholders shall be in proportion to their shares in the paid up equity shares capital of the Company as on the cut-off date of 24th December, 2018.
15. M/s. A L & Associates, Practicing Company Secretaries (78444) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



16. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes cast through remote e-voting, after counting the votes cast at the Extra-Ordinary General Meeting in the presence of atleast two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any and forward to the Chairman of the Meeting.
17. The Results on Resolutions shall be declared after the Extra-Ordinary General Meeting of the Company and the Resolutions will be deemed to be passed on the date of the Extra-Ordinary General Meeting subject to receipt of the requisite number of the votes in favour of the Resolutions.
18. The consolidated Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.merinoindia.com and on the website of CDSL within three (3) days of passing of the resolutions at the Extra-Ordinary General Meeting of the Company.
19. The route map to the venue for the convenience of the members to attend the meeting is separately attached.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 RELATING TO SPECIAL BUSINESSES SET OUT IN THE ANNEXED NOTICE

Item No. 1 and 8 of the Notice:

GENERAL INFORMATION: As required under Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) in respect of revision of remuneration for payment of additional facility to Shri Prakash Lohia, Managing Director, Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice Chairman, Shri Prasan Lohia, Miss Ruchira Lohia, Shri Bikash Lohia, Shri Madhusudan Lohia and Shri Nripen Kumar Dugar, Whole-time Directors.

Nature of Industry: The Company operates in diversified fields of industry. It manufactures decorative laminates under the brand name "MERINO". It also manufactures formaldehyde and space saving furniture with wide ranging patterns and a host of colours and shades under brand name 'MY SPACE'. The Company has diversified into Agro business and is manufacturing potato flakes under the brand name 'VEGIT'.

Date or expected date of commencement of commercial production: The Company is an existing one and is in operation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

Financial performance based on given indicators: The performance of the Company (i.e. Turnover, Production, Profit before Tax and Earnings in Foreign Exchange) for last five years is given hereunder:

Financial year	Net Turnover (Rs. in Crore)	Production of decorative laminates (No. of sheets)	Profit before Tax (Rs. in Crore)	Earnings in Foreign Exchange (F.O.B value of Exports) (Rs. in Crore)
2013-2014	563.94	6208998	35.26	122.64
2014-2015	641.10	6602378	66.37	144.91
2015-2016	662.34	6747779	87.41	151.03
2016-2017	727.31	7023976	99.62	158.44
2017-2018	812.01	8103154	94.84	162.17

Export performance: As indicated above

Foreign Investments and Collaborations, if any: None

Item No. 1

Revision of remuneration in the form of provision of medical facility to Shri Prakash Lohia, Managing Director

Shri Prakash Lohia has been a Director of the Company since 1976 and has been holding the post of Managing Director of the Company since 1995 with subsequent re-appointments to the said post. His term expires on 28.02.2020. Considering his contribution towards the development of this Company, and that there is an all round increase in cost of medical treatment and current service agreement provides for an insufficient amount towards this facility, the Board recommends that it would be in the best interests of your Company to consider and approve the provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if



required, in connection with the avilment of medical treatment and other incidental expenses of Shri Lohia and his mother and spouse for their treatment in India and abroad. The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of avilment of the said perquisites.

To effect the aforesaid medical facility and in accordance with Schedule V of the Companies Act, 2013, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution for consideration and approval of reimbursement of medical expenses of Shri Lohia is placed before the shareholders for approval.

The Board recommends the approval of such resolution.

INFORMATION ABOUT THE MANAGING DIRECTOR

- 1) **Background details:** Shri Prakash Lohia, B. Tech. (Chem.) – IIT Delhi, M.E.P (IIM - Ahmedabad), is aged about 66 years. Shri Lohia has been a Director of the Company since 1976 and had held the post of a Managing Director of the Company from 1995 with subsequent re-appointments to the said post and his present term expires on 28th February, 2020.
- 2) **Current Remuneration:** Salary per month in the scale of Rs. 8,98,500 – 90,000 – 9,88,500 with the increment falling due on 1st April 2019 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year in this Company.
- 3) **Recognition or Awards:** Not Material.
- 4) **Job Profile and his suitability:** Management of the business and affairs of the Company as a whole. Shri Lohia has experience of about 41 years. He has contributed immensely towards the growth and success of the Company.
- 5) **Additional Remuneration proposed:** The additional remuneration by way of provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for avilment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the avilment of medical treatment and other incidental expenses of Shri Lohia and his mother and spouse for their treatment in India and abroad.

The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of avilment of the said perquisites.

- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**
Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Managing Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 22nd November, 2018, the Committee recommended the additional remuneration of Shri Lohia as a Managing Director based on his present job responsibilities and size of the Company.
- 7) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**
Except in the proposed capacity of Managing Director and Key Managerial Personnel (KMP) and also as a promoter shareholder of the Company, Shri Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his son, Shri Madhusudan Lohia, Whole-time Director and one of the KMP. Other KMP i.e. Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prasan Lohia, Shri Bikash Lohia, Miss Ruchira Lohia, Whole-time Directors, are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary also falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION

- 1) **Reasons for loss or inadequate profits:** The Company has not incurred any loss.
- 2) **Steps taken or proposed to be taken for improvement:** The Management continues in its endeavour to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.



- 3) Expected increase in productivity and profits in measurable terms: This cannot be quantified at this stage due to several uncertainties. However, the Directors feel that the present rate of growth of performance would be sustained, if not bettered in the years to come.

DISCLOSURES

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the additional remuneration by way of medical facility to Shri Prakash Lohia, Managing Director with immediate effect and proposed remuneration be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 1). The terms of remuneration specified in the said Special Resolution are now placed before the shareholders at the ensuing Extra-Ordinary General Meeting, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Lohia pursuant to Section 190 of the Companies Act, 2013. The draft supplemental agreement entered into by the Company with Shri Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Extra-Ordinary General Meeting, between business hours, without payment of any fee.

Shri Prakash Lohia, Managing Director and Key Managerial Personnel (KMP) and his son Shri Madhusudan Lohia, Whole-time Director and KMP and their relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Miss Ruchira Lohia, Shri Prasan Lohia and Shri Bikash Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary also falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

The above item of special business to be transacted at this meeting of the Company does not relate to or affect any other company.

Item No. 2

Revision of remuneration in the form of provision of medical facility to Shri Champa Lal Lohia, Executive Chairman

Shri Champa Lal Lohia has been a Director of the Company since 1968 and has been holding the post of Executive Chairman of the Company since 2010 with subsequent re-appointments to the said post. His term expires on 28.02.2019. Considering his contribution towards the development of this Company, and that there is an all round increase in cost of medical treatment and current service agreement provides for an insufficient amount towards this facility, the Board recommends that it would be in the best interests of your Company to consider and approve the provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for avilment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the avilment of medical treatment and other incidental expenses of Shri Lohia, his spouse and dependent daughter for their treatment in India and abroad. The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of avilment of the said perquisites.

To effect the aforesaid medical facility and in accordance with Schedule V of the Companies Act, 2013, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution for consideration and approval of reimbursement of medical expenses of Shri Lohia is placed before the shareholders for approval.

The Board recommends the approval of such resolution.

INFORMATION ABOUT THE EXECUTIVE CHAIRMAN



- 1) **Background details:** Shri Champa Lal Lohia, B. Com., aged about 84 years, has been associated with the Company as Director since 1968 and was appointed as Whole-time Director with effect from 1st day of May, 1985 and thereafter re-appointed as Executive Vice-Chairman effective 1st day of May, 1995 and further re-designated as Executive Chairman effective 1st April, 2010. His present term expires on 28th February, 2019.
- 2) **Current Remuneration:** The current remuneration of Shri Champa Lal Lohia as Executive Chairman of the Company was by way of salary of Rs. 10,00,000/- per month (consolidated) upto 28.02.2019 and Perquisites subject to a maximum of Rs.1,00,000/- per financial year.
- 3) **Recognition or Awards:** Not Material
- 4) **Job Profile and his suitability:** Policy Decision making and new projects. Shri Lohia has total experience of about 62 years and the growth and progress of the Company in the preceding years have mostly been possible due to his dynamic leadership.
- 5) **Additional Remuneration proposed:** The additional remuneration by way of provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia, his spouse and dependent daughter for their treatment in India and abroad.

The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Executive Chairman would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 22nd November, 2018, the Committee recommended, in consideration of the cost and demand of medical facilities in India and abroad, for fixing the limit of medical facility of Shri Champa Lal Lohia as an Executive Chairman based on his present job responsibilities and size of the Company.
- 7) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:** Except in the capacity of Executive Chairman and also as a promoter shareholder of the Company, Shri Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his brother, Shri Rup Chand Lohia, Executive Vice-Chairman and his son, Shri Bikash Lohia, Whole-time Director and Key Managerial Personnel (KMP). Other KMP i.e. Shri Prasan Lohia, Miss Ruchira Lohia, Shri Madhusudan Lohia, Whole-time Directors and Shri Prakash Lohia, Managing Director are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary also falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION – Same as stated before

DISCLOSURES

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the additional remuneration by way of medical facility to Shri Champa Lal Lohia, Executive Chairman with immediate effect and proposed remuneration be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 2). The terms of remuneration specified in the said Special Resolution are now placed before the shareholders at the ensuing Extra-Ordinary General Meeting, for their approval.



Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Lohia pursuant to Section 190 of the Companies Act, 2013. The draft supplemental agreement entered into by the Company with Shri Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Extra-Ordinary General Meeting, between business hours, without payment of any fee.

Shri Champa Lal Lohia, Executive Chairman and Key Managerial Personnel (KMP) and his brother Shri Rup Chand Lohia, Executive Vice-Chairman and KMP and son Shri Bikash Lohia, Whole-time Director and KMP and their relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Prakash Lohia, Managing Director, Miss Ruchira Lohia, Shri Prasan Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director and KMP, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary, falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

Item No. 3

Revision of remuneration in the form of provision of medical facility to Shri Rup Chand Lohia, Executive Vice-Chairman

Shri Rup Chand Lohia has been a Director of the Company since 2002 and has been holding the post of Executive Vice-Chairman of the Company since 2010 with subsequent re-appointments to the said post. His term expires on 31.12.2018. Considering his contribution towards the development of this Company, and that there is an all round increase in cost of medical treatment and current service agreement provides for an insufficient amount towards this facility, the Board recommends that it would be in the best interests of your Company to consider and approve the provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia and his spouse for their treatment in India and abroad. The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

To effect the aforesaid medical facility and in accordance with Schedule V of the Companies Act, 2013, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution for consideration and approval of reimbursement of medical expenses of Shri Lohia is placed before the shareholders for approval.

The Board recommends the approval of such resolution.

INFORMATION ABOUT THE EXECUTIVE VICE CHAIRMAN

- 1) **Background details:** Shri Rup Chand Lohia, B.M.E. (Jadavpur University), aged about 78 years, has been associated with the Company as Director since its incorporation and was also a member of the Board of Directors of the Company up to 5th April, 1994 and was appointed as Director (Technical) with effect from 1st day of January, 2002 and further re-designated as an Executive Vice-Chairman effective 1st April, 2010 and his present term will expire on 31st December, 2018.
- 2) **Current Remuneration:** The current remuneration of Shri Rup Chand Lohia as Executive Vice-Chairman of the Company was by way of salary of Rs. 5,95,000/- per month (consolidated) for the period upto 31.12.2018 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year.
- 3) **Recognition or Awards:** Not Material
- 4) **Job Profile and his suitability:** Supervise Technical Affairs and Implementation of New Projects and oversee the operations of the Company's plant at Hosur in the State of Tamil Nadu. Shri Lohia has about 56 years experience and has contributed immensely towards the growth and success of the Company.
- 5) **Additional Remuneration proposed:** The additional remuneration by way of provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses



with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia and his spouse for their treatment in India and abroad.

The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Executive Vice - Chairman would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 22nd November, 2018, the Committee recommended fixing the remuneration of Shri Rup Chand Lohia as an Executive Vice - Chairman based on his present job responsibilities and size of the Company.
- 7) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:** Except in the proposed capacity of Executive Vice - Chairman and also as a promoter shareholder of the Company, Shri Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his brother, Shri Champa Lal Lohia, Executive Chairman and his son, Shri Prasan Lohia, Whole-time Director and Key Managerial Personnel (KMP). Other KMP i.e. Shri Bikash Lohia, Miss Ruchira Lohia, Shri Madhusudan Lohia, Whole-time Directors and Shri Prakash Lohia, Managing Director are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary also falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION – Same as stated before

DISCLOSURES

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the additional remuneration by way of medical facility to Shri Rup Chand Lohia, Executive Vice Chairman with immediate effect and proposed remuneration be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 3). The terms of remuneration specified in the said Special Resolution are now placed before the shareholders at the ensuing Extra-Ordinary General Meeting, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Lohia pursuant to Section 190 of the Companies Act, 2013. The draft supplemental agreement entered into by the Company with Shri Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Extra-Ordinary General Meeting, between business hours, without payment of any fee.

Shri Rup Chand Lohia, Executive Vice-Chairman and Key Managerial Personnel (KMP) and his brother Shri Champa Lal Lohia, Executive Chairman and KMP and son Shri Prasan Lohia, Whole-time Director and KMP and their relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Prakash Lohia, Managing Director, Miss Ruchira Lohia, Shri Bikash Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary, falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.



Item No. 4

Revision of remuneration in the form of provision of medical facility to Shri Prasan Lohia, Whole time Director

Shri Prasan Lohia has been a Whole-time Director of the Company since 2004 with subsequent re-appointments to the said post and his present term expires on 30.09.2019. Considering his contribution towards the development of this Company, and that there is an all round increase in cost of medical treatment and current service agreement provides for an insufficient amount towards this facility, the Board recommends that it would be in the best interests of your Company to consider and approve the provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia, his spouse and children for their treatment in India and abroad. The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

To effect the aforesaid medical facility and in accordance with Schedule V of the Companies Act, 2013, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution for consideration and approval of reimbursement of medical expenses of Shri Lohia is placed before the shareholders for approval.

The Board recommends the approval of such resolution.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

- 1) **Background details:** Shri Prasan Lohia, AB (Econ.) USA, BS (Elect. Engg.) USA, MBA (USA), aged about 49 years, has been associated with the Company as Vice-President (Global Operations) since 1999 and as a Whole-time Director since 2004. His present term will expire on 30th September 2019.
- 2) **Current Remuneration:** The current remuneration of Shri Prasan Lohia as a Whole-time Director of the Company was by way of Salary per month in the scale of Rs. 7,45,500 – 75,000 – 8,20,500 with the increment falling due on 1st April 2019 and Perquisites subject to a maximum of Rs.1,00,000/- per financial year.
- 3) **Recognition or Awards:** Not Material
- 4) **Job Profile and his suitability:** Corporate Office Administration, Supervision of Export-Import Documentation, Foreign Exchange Risk Management and Domestic Sales and Marketing of Eastern Region.

Shri Lohia has about 26 years experience and has contributed immensely towards the growth and success of the group in general.

- 5) **Additional Remuneration proposed:** The additional remuneration by way of provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia, his spouse and children for their treatment in India and abroad.

The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 22nd November, 2018, the Committee recommended fixing the remuneration of Shri Lohia as a Whole-time Director based on his present job responsibilities and size of the Company.
- 7) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:** Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Shri Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his father, Shri Rup Chand Lohia, Executive Vice-Chairman and Key Managerial Personnel (KMP). Other KMP i.e. Shri Champa Lal Lohia, Executive Chairman, Shri Bikash Lohia, Miss Ruchira Lohia, Shri Madhusudan Lohia, Whole-time Directors and Shri Prakash Lohia, Managing Director are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt.



Vinamrata Agrawal, Company Secretary also falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way

OTHER INFORMATION – Same as stated before

DISCLOSURES

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the additional remuneration by way of medical facility to Shri Prasan Lohia, Whole-time Director with immediate effect and proposed remuneration be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 4). The terms of remuneration specified in the said Special Resolution are now placed before the shareholders at the ensuing Extra-Ordinary General Meeting, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Lohia pursuant to Section 190 of the Companies Act, 2013. The draft supplemental agreement entered into by the Company with Shri Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Extra-Ordinary General Meeting, between business hours, without payment of any fee.

Shri Prasan Lohia, Whole-time Director and Key Managerial Personnel (KMP) and his father Shri Rup Chand Lohia, Executive Vice-Chairman and KMP and their relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Champa Lal Lohia, Executive Chairman, Shri Prakash Lohia, Managing Director, Miss Ruchira Lohia, Shri Bikash Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary, falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

Item No. 5

Revision of remuneration in the form of provision of medical facility to Miss Ruchira Lohia, Whole Time Director

Miss Ruchira Lohia was appointed as Vice-President (Delhi Operations) in 1997 and thereafter, was appointed as Whole-time Director of the Company in the year 2000 with subsequent re-appointments to the said post. Her term expires on 31.03.2020. Considering her contribution towards the development of this Company, and that there is an all round increase in cost of medical treatment and current service agreement provides for an insufficient amount towards this facility, the Board recommends that it would be in the best interests of your Company to consider and approve the provision of medical facility to Miss Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to her existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Miss Lohia and her mother for their treatment in India and abroad. The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

To effect the aforesaid medical facility and in accordance with Schedule V of the Companies Act, 2013, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution for consideration and approval of reimbursement of medical expenses of Miss Lohia is placed before the shareholders for approval.

The Board recommends the approval of such resolution.



INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

- 1) **Background details:** Miss Ruchira Lohia, B.A., M.E.P (IIM-Ahmedabad) is aged about 50 years and her present term as a Whole-time Director of the Company expires on 31st March, 2020. She was appointed as Vice-President (Delhi Operations) in 1997 and thereafter, was appointed as a Whole-time Director of the Company in the year 2000 with subsequent re-appointments to the said post.
- 2) **Current Remuneration:** The current remuneration of Miss Ruchira Lohia as a Whole-time Director of the Company was by way of Salary in the scale of Rs. 7,45,500 – 75,000 – 8,20,500 with the increment falling due on 1st April 2019 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year.
- 3) **Recognition or Awards:** Not Material
- 4) **Job Profile and his suitability:** Public Relations and Overseeing Export and Import functions and marketing of food products. Miss Lohia has about around 24 years experience and has contributed immensely towards the growth and success of the Company.
- 5) **Additional Remuneration proposed:** The additional remuneration by way of provision of medical facility to Miss Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Miss Lohia and her mother for treatment in India and abroad.

The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 22nd November, 2018, the Committee recommended fixing the remuneration of Miss Lohia as a Whole-time Director based on her present job responsibilities and size of the Company.
- 7) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:** Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Miss Lohia enjoys no other pecuniary relationship with the Company. She is indirectly concerned or interested with Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prakash Lohia, Managing Director, Shri Prasan Lohia, Shri Bikash Lohia, Miss Ruchira Lohia and Shri Madhusudan Lohia, Whole-time Directors and Key Managerial Personnel (KMP) who are related to her and are considered to be interested or concerned in the resolution to the extent of their relationship with her. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary also falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION – Same as stated before

DISCLOSURES

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the additional remuneration by way of medical facility to Miss Ruchira Lohia, Whole-time Director with immediate effect and proposed remuneration be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 5). The terms of remuneration specified in the said Special Resolution are now placed before the shareholders at the ensuing Extra-Ordinary General Meeting, for their approval.



Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Miss Lohia pursuant to Section 190 of the Companies Act, 2013. The draft supplemental agreement entered into by the Company with Miss Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Extra-Ordinary General Meeting, between business hours, without payment of any fee.

Miss Ruchira Lohia, Whole-time Director and Key Managerial Personnel (KMP) and her relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prakash Lohia, Managing Director, Shri Prasan Lohia, Shri Bikash Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary, falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

Item No. 6

Revision of remuneration in the form of provision of medical facility to Shri Bikash Lohia, Whole time Director

Shri Bikash Lohia has been a Director of the Company and has been holding the post of Whole Time Director of the Company since 2006 with subsequent re-appointments to the said post. His term expires on 30.09.2021. Considering his contribution towards the development of this Company, and that there is an all round increase in cost of medical treatment and current service agreement provides for an insufficient amount towards this facility, the Board recommends that it would be in the best interests of your Company to consider and approve the provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia, his spouse and children for their treatment in India and abroad. The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

To effect the aforesaid medical facility and in accordance with Schedule V of the Companies Act, 2013, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution for consideration and approval of reimbursement of medical expenses of Shri Lohia is placed before the shareholders for approval.

The Board recommends the approval of such resolution.

INFORMATION ABOUT THE WHOLE TIME DIRECTOR

- 1) **Background details:** Shri Bikash Lohia, aged about 48 years and privately educated and attended M.E.P of the Indian Institute of Management, Ahmedabad, has been associated with the Company's subsidiary Merino Panel Products Limited as Director since 1994 and as a Whole-time Director of the Company w.e.f. 1st October, 2006 and his present term expires on 30th September, 2021.
- 2) **Current Remuneration:** The current remuneration of Shri Bikash Lohia as Whole-time Director of the Company was by way of salary of Rs. 7,45,500/- per month (consolidated) for the period from 01.10.2018 to 31.03.2019 and the Scale with effect from 01.04.2019 and ending on 30.09.2021 Rs. 8,20,500-82,000-90,500-9,93,000 with the increment falling due on 1st April 2020 and 1st April 2021 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year.
- 3) **Recognition or Awards:** Not Material
- 4) **Job Profile and his suitability:** Overseeing factory operations and overall management and addressing Information Technology related issues.
- 5) **Additional Remuneration proposed:** The additional remuneration by way of provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia, his spouse and children for their treatment in India and abroad.



The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 22nd November, 2018, the Committee recommended fixing the remuneration of Shri Lohia as a Whole-time Director based on his present job responsibilities and size of the Company.
- 7) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:** Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Shri Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his father, Shri Champa Lal Lohia, Executive Chairman and Key Managerial Personnel (KMP). Other KMP i.e. Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prasan Lohia, Miss Ruchira Lohia, Shri Madhusudan Lohia, Whole-time Directors and Shri Prakash Lohia, Managing Director are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary also falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION – Same as stated before

DISCLOSURES

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the additional remuneration by way of medical facility to Shri Bikash Lohia, Whole-time Director with immediate effect and proposed remuneration be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 6). The terms of remuneration specified in the said Special Resolution are now placed before the shareholders at the ensuing Extra-Ordinary General Meeting, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Lohia pursuant to Section 190 of the Companies Act, 2013. The draft supplemental agreement entered into by the Company with Shri Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Extra-Ordinary General Meeting, between business hours, without payment of any fee.

Shri Bikash Lohia, Whole-time Director and Key Managerial Personnel (KMP) and his father Shri Champa Lal Lohia, Executive Chairman and KMP and their relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prakash Lohia, Managing Director, Miss Ruchira Lohia, Shri Prasan Lohia and Shri Madhusudan Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

Item No. 7

Revision of remuneration in the form of provision of medical facility to Shri Madhusudan Lohia, Whole time Director

Shri Madhusudan Lohia has been holding the post of Whole Time Director of the Company since 2006 with subsequent re-appointments to the said post. His term expires on 30.09.2021. Considering his contribution towards the development of this



Company, and that there is an all round increase in cost of medical treatment and current service agreement provides for an insufficient amount towards this facility, the Board recommends that it would be in the best interests of your Company to consider and approve the provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia, his spouse and children for their treatment in India and abroad. The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

To effect the aforesaid medical facility and in accordance with Schedule V of the Companies Act, 2013, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution for consideration and approval of reimbursement of medical expenses of Shri Lohia is placed before the shareholders for approval.

The Board recommends the approval of such resolution.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

- 1) **Background details:** Shri Madhusudan Lohia, is a Graduate in Business Process Management, (Operations and International Business) from Indiana University, holds Masters Degree in Manufacturing Management and is an MBA from Pennsylvania State University, USA. He is aged about 38 years and is associated with the Company as a Whole-time Director from 1st October, 2006. His present term expires on 30th September, 2021.
- 2) **Current Remuneration:** The current remuneration of Shri Madhusudan Lohia as Whole-time Director of the Company was by way of salary of Rs. 6,85,500/- per month (consolidated) for the period from 01.10.2018 to 31.03.2019 and the Scale with effect from 01.04.2019 and ending on 30.09.2021 Rs. 7,54,000-75,500-83,000-9,12,500 with the increment falling due on 1st April 2020 and 1st April 2021 and Perquisites subject to a maximum of Rs. 1,00,000/- per financial year.
- 3) **Recognition or Awards:** Not Material
- 4) **Job Profile and his suitability:** Overseeing sales and marketing of the Company's furniture and panel products division and new product introduction. Shri Lohia has about 16 years experience in manufacture and marketing of Furniture, Furniture Solutions, Decorative Laminates etc. and is well conversant with the business requirements and complexities.
- 5) **Additional Remuneration proposed:** The additional remuneration by way of provision of medical facility to Shri Lohia for allowance/reimbursement on actual basis, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, in addition to his existing remuneration. The value of the unutilized portion, if any, of the aforesaid limit and expenditure incurred after the service agreement would not be admissible for availment. Such medical facility will include the cost of medical expenses, mediclaim premium and travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses of Shri Lohia, his spouse and children for their treatment in India and abroad.

The perquisites amounting to Rs 1,00,000/- (Rs. One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.

- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 22nd November, 2018, the Committee recommended fixing the remuneration of Shri Lohia as a Whole-time Director based on his present job responsibilities and size of the Company.
- 7) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:** Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Shri Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his father, Shri Prakash Lohia, Managing Director and Key Managerial Personnel (KMP). Other KMP i.e. Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Shri Prasan Lohia, Miss Ruchira Lohia, Shri Bikash Lohia, Whole-time Directors are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary also falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION – Same as stated before



DISCLOSURES

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the additional remuneration by way of medical facility to Shri Madhusudan Lohia, Whole-time Director with immediate effect and proposed remuneration be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 7). The terms of remuneration specified in the said Special Resolution are now placed before the shareholders at the ensuing Extra-Ordinary General Meeting, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Lohia pursuant to Section 190 of the Companies Act, 2013. The draft supplemental agreement entered into by the Company with Shri Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Extra-Ordinary General Meeting, between business hours, without payment of any fee.

Shri Madhusudan Lohia, Whole-time Director and Key Managerial Personnel (KMP) and his father Shri Prakash Lohia, Managing Director and KMP and their relatives, to the extent of their shareholding interest, if any, in the Company, are directly concerned or interested, financially or otherwise in the resolution. Shri Champa Lal Lohia, Executive Chairman, Shri Rup Chand Lohia, Executive Vice-Chairman, Miss Ruchira Lohia, Shri Prasan Lohia and Shri Bikash Lohia, Whole-time Directors and KMPs and their relatives, to the extent of their shareholding interest, if any, in the Company, are indirectly concerned or interested, financially or otherwise in the resolution. Shri Nripen Kumar Dugar, Whole-time Director, Shri Asok Kumar Parui, Chief Financial Officer and Smt. Vinamrata Agrawal, Company Secretary falling under the category of KMP and Dr. Gautam Bhattacharjee, Shri Sisir Kumar Chakrabarti and Shri Bama Prasad Mukhopadhyay, Independent Directors, including their relatives, are not in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

Item No. 8

Revision of remuneration of Shri Nripen Kumar Dugar, Whole-time Director

The present remuneration of Shri Nripen Kumar Dugar (DIN 00127790), Whole-time Director, was approved by the Members at the Annual General Meeting held on 31st August, 2015. The Board of Directors decided to revise the existing remuneration of Shri Dugar, for payment of special incentive on lumpsum basis by way of additional remuneration for the financial year ended 31st March, 2019, the other terms and conditions of his existing service agreement(s) remaining unaltered. The Board of Directors on recommendation of the Nomination & Remuneration Committee decided to recommend to the shareholders for approval of the payment of such incentive to Shri Dugar. The same is placed before the shareholders at this meeting for approval by way of an ordinary resolution.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR, SHRI NRIPEN KUMAR DUGAR

- 1) **Background details:** Shri Nripen Kumar Dugar, B. Com., aged about 55 years, has been associated with the Company as Director since 1986 and was appointed as a Whole-time Director with effect from 1st day of January, 1987 with subsequent re-appointments to the said post and his present term expires on 31st December, 2018.
- 2) **Current Remuneration:** The current remuneration of Shri Nripen Kumar Dugar as Whole-time Director of the Company was by way of Salary Rs. 3,33,000/- per month (consolidated) for the period upto 31.12.2018, Housing Assistance Allowance Rs. 77,202/- per month payable at the end of each financial year for the entire year and other benefits (i.e. Company's contribution to provident fund and gratuity and entitlement of leave and special incentive, if any, payable in lumpsum per annum for any financial year in addition to the existing remuneration, will be applicable as per the rules of the Company).
- 3) **Recognition or Awards:** Not Material
- 4) **Job Profile and his suitability:** Overseeing sales and marketing of the Company's Decorative Laminates division, Branch co-ordination and Base Paper management. Shri Dugar has about 32 years of experience in sales and marketing of Decorative Laminates etc. and is well conversant with the business requirements and their complexities.



- 5) **Additional Remuneration proposed:** Additional remuneration by way of special incentive of a sum of Rs.10.00 lac (Rupees Ten Lac only) payable in lumpsum.
- 6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 22nd November, 2018 the Committee recommended fixing remuneration of Shri Nripen Kumar Dugar on the revised terms as indicated above.
- 7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any: Except in the proposed capacity of Whole-time Director and also as a shareholder of the Company, Shri Dugar enjoys no other pecuniary relationship with the Company. He is one of the Key Managerial Personnel (KMP) and none of the other Directors or KMP are related to him or are interested or concerned in the resolution in any way.

OTHER INFORMATION – Same as stated before

DISCLOSURES

Information of the remuneration package to the shareholders of the Company: This information has been detailed in the notice and the statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the annual report: Not applicable

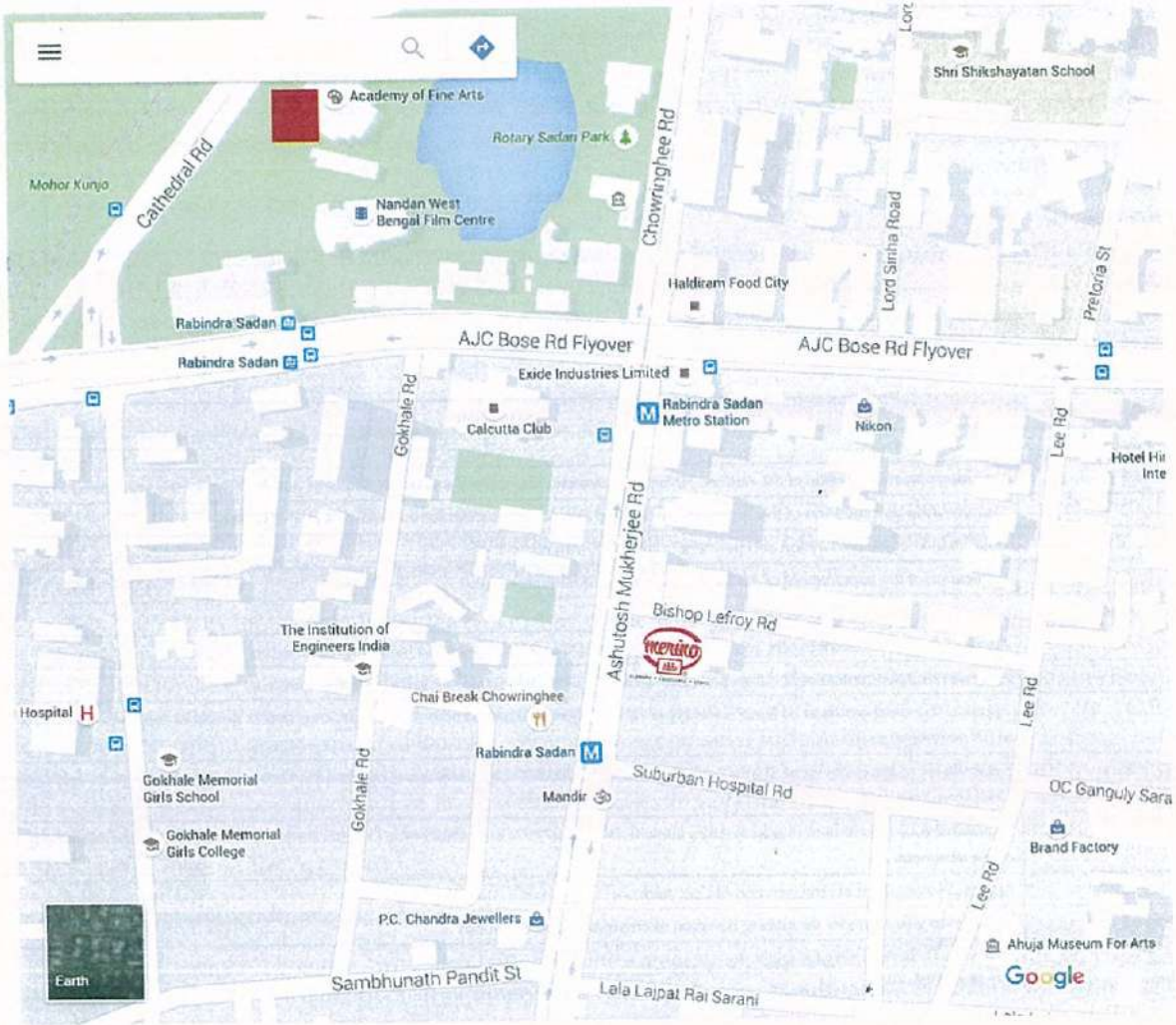
In order to pay additional remuneration by way of special incentive of Rs.10.00 lac (Rupees Ten Lac only) as a one-time payment to Shri Nripen Kumar Dugar, Whole-time Director, the Board as per recommendation of the Nomination and Remuneration Committee at their meeting held on 22nd November, 2018 decided to seek the approval of the shareholders of the Company by passing an ordinary resolution to pay such incentive to him (as specified in Item no. 8) in terms of the provisions of Schedule V of the Companies Act, 2013.

Save and except Shri Nripen Kumar Dugar, Whole-time Director and Key Managerial Personnel (KMP), to the extent of his shareholding interest in the Company, none of the other Directors / KMP of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of the Notice.

The above item of special business to be transacted at this meeting of the Company does not relate to or affect any other company.



ROUTE MAP TO THE VENUE OF EGM





Merino Industries Limited

CIN: U51909WB1965PLC026556

Registered Office: 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata: 700 020

Tel: 033-2290-1214, Fax: 91-33-2287-0314, E-mail: merinokol@merinoindia.com

Website: www.merinoindia.com

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

Env. No.

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Monday, the 31st day of December, 2018 at 3-00 p.m. at the Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071.

Registered Folio No. /
DP ID & Client ID No. :

Name and Address of
the Sole/First named
Shareholder :

Name of Joint holder (s)
if any :

No. of Equity Share(s) held :

Class of shares : EQUITY

Name of the Proxy /
Representative, if any

Name of the Proxy/Representative if any : _____

Signature of the Shareholder

Signature of Proxy / Authorised Representative

Notes :

1. Kindly sign and hand over the Attendance Slip at the entrance of the meeting venue.
2. Members / Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.
3. The remote e-voting particulars are set out below :

REMOTE E-VOTING PARTICULARS	
Commencement of remote e-voting	End of remote e-voting
Friday, December 28, 2018 at 9:00 a.m.	Sunday, December 30, 2018 at 5:00 p.m.

EVSN (E-voting Sequence No.)	USER ID	PAN / SEQUENCE NO.
181127007		

Please read the instructions mentioned in Note No. 12 of the Notice dated 22nd November, 2018 convening the Extra-Ordinary General Meeting before availing remote e-voting facilities.





Merino Industries Limited

CIN: U51909WB1965PLC026556

Registered Office: 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata: 700 020

Phone: 2290-1214, Fax: 91-33-2287-0314, E-mail: merinokol@merinoindia.com

Website: www.merinoindia.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):			
Registered Address:			
Master Folio No.		E-mail ID:	
*Client ID:		*DP ID:	

I / We being the member / members holding shares of MERINO INDUSTRIES LIMITED, hereby appoint:

- 1) Name:.....E-mail Id:
Address:.....Signature:.....
or failing him / her
- 2) Name:.....E-mail Id
Address:.....Signature:.....
or failing him / her
- 3) Name:.....E-mail Id
Address:.....Signature:.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company being held on Monday, the 31st day of December, 2018 at 3-00 p.m. at Conference Hall, Academy of Fine Arts, 2, Cathedral Road, Kolkata-700071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
Special Business	
1.	Consideration and approval for revision of remuneration in the form of provision of medical facility to Shri Prakash Lohia, Managing Director (DIN: 00063274)
2.	Consideration and approval for revision of remuneration in the form of provision of medical facility to Shri Champa Lal Lohia, Executive Chairman (DIN: 00154019)
3.	Consideration and approval for revision of remuneration in the form of in the form of provision of medical facility to Shri Rup Chand Lohia, Executive Vice-Chairman (DIN: 00063290)
4.	Consideration and approval for revision of remuneration in the form of provision of medical facility to Shri Prasan Lohia, Whole time Director (DIN: 00061111)
5.	Consideration and approval for revision of remuneration in the form of provision of medical facility to Miss Ruchira Lohia, Whole time Director (DIN: 00127797)
6.	Consideration and approval for revision of remuneration in the form of provision of medical facility to Shri Bikash Lohia, Whole time Director (DIN: 00154013)
7.	Consideration and approval for revision of remuneration for the provision of medical facility to Shri Madhusudan Lohia, Whole time Director (DIN: 00063278)
8.	Consideration and approval for revision of remuneration of Shri Nripen Kumar Dugar, Whole-time Director (DIN: 00127790)

Signed thisday of December, 2018

Signature of shareholder

Signature of proxy holder(s)

Affix
Revenue
Stamp

* Applicable for investors holding shares in electronic form

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.

