

## NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of **RSPL Limited**, will be held on Wednesday, the 25<sup>th</sup> September, 2024 at 02:00 P.M. at the Corporate Office of the Company at Plot No. 124, Sector 44, Gurugram-122003, to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon;
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with the Report of the Auditors thereon;
2. To confirm the payment of Interim Dividend paid during the year as Final Dividend for the Financial Year ended 31<sup>st</sup> March, 2024.
3. To appoint a Director in place of Shri Rahul Gyanchandani (DIN- 00049468), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Naresh Kumar Phoolwani (DIN- 07681794), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

5. **To ratify the remuneration of the Cost Auditor for the Financial year ending 31st March, 2025 and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the Company be and is hereby ratifies the remuneration of Rs. 6,60,000/- (Rupees Six Lacs Sixty Thousand Only) plus applicable taxes as applicable and out of pocket expenses as per actual for the Financial Year ended 31<sup>st</sup> March, 2025 payable to M/s. Jitendra, Navneet & Co., Cost Accountants (Firm Registration No. 000119), Delhi, who were appointed as Cost Auditors of the

Company on the recommendation of the Audit Committee and approved by the Board of Directors of the Company, to conduct the audit of Cost Records maintained by the Company for the Financial Year 2024-25.”

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



(S. K. BAJPAI)

Company Secretary

Membership No. F3753

Place: Gurugram

Date: 2<sup>nd</sup> September, 2024

## **NOTES:**

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

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

2. A Person can act as Proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Members are requested to bring their attendance slip along with their copy of Annual Report at the Meeting.
4. A Statement pursuant to provisions of Section 102(1) of the Companies Act, 2013 relating to the Special Businesses mentioned under Item No. 5 to be transacted at the Annual General Meeting as set out above is annexed to this Notice.
5. As required under Secretarial Standards on General Meetings (SS-2), the relevant details in respect of Director seeking appointment under Item Nos 3 and 4 of this Notice is given below:-



**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:**

Particulars	Rahul Gyanchandani	Naresh Kumar Phoolwani
<b>DIN</b>	00049468	07681794
<b>Date of Birth &amp; Age</b>	02-09-1979 / 45 years	17-06-1973 / 51 years
<b>Qualifications</b>	Graduate	B. Com
<b>Experience</b>	20 years	24 years
<b>Date of Appointment on the Board</b>	01-05-2004	01-01-2017
<b>Expertise in specific functional area</b>	Expertise in procurement and production of detergent and toilet soaps. Deals in, Soda Ash project and Finance functions	Expertise in dealing with factory related matters.
<b>Chairman / Director of other Companies</b>	1.NIF Private Limited 2.Leayan Global Private Limited 3.Namaste India Microfinance Private Limited 4. RSPL Health Private Limited 5.Contluxi International Private Limited 6. Nimmi Build Tech Private Limited 7. Clean Horizon Energy Private Limited	1. Contluxi International Private Limited 2. Bimal Consumers Private Limited
<b>Chairman / Member of Committee of the Board of other Companies of which he is a Director</b>	<b>Corporate Social Responsibility Committee</b> 1. Leayan Global Private Limited (Member)  <b>Audit Committee</b> 1. RSPL Limited (Chairman)	<b>NIL</b>
<b>Shareholding of Director in the Company</b>	1,21,37,200 shares of Rs 10/- each (15%)	<b>NIL</b>
<b>Relationship with other Director(s).</b>	Murlidhar Gyanchandani (Father)	<b>NA</b>

	Manoj Gyanchandani (Brother)	
No. of Meetings of the Board attended during the year	08	09
Terms and conditions of appointment/re-appointment and details of remuneration sought to be paid	As per the Resolution passed at the AGM held on 15.09.2022.	As per the Resolution passed at the AGM held on 15.09.2022.

**ANNEXURE TO NOTICE****STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item Nos. 5:**

The Board of Directors of the Company at its Meeting held on 8<sup>th</sup> August, 2024 on the recommendation of the Audit Committee, has approved the reappointment and remuneration of M/s. Jitender, Navneet & Co., Cost Accountants (Firm Registration No. 000119) as Cost Auditor of the Company to conduct the audit of the Cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2025 at a remuneration of Rs. 6,60,000/- plus taxes at applicable rates and reimbursement of out of pocket expenses incurred by them in connection with the Cost Audit. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the Financial Year ending 31<sup>st</sup> March, 2025 as set out in the resolution at Item No. 5 of this Notice. The Board recommends the Ordinary Resolution for approval by the members.

None of the Directors and/or Key Managerial Personnel and/or their relatives is concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 5 of the accompanying Notice.

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

  
(S. K. BAJPAI)

Company Secretary  
Membership No. F3753

Place: Gurugram

Date: 2<sup>nd</sup> September, 2024