NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of RSPL Limited, will be held on Tuesday, 30th September, 2025 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 Statements of the Company for the financial year ended on 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2025 and 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 31st March, 2025.

3. To appoint a Director in place of Shri Manoj Gyanchandani (DIN- 00049387), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Shri Rohit Gyanchandani (DIN- 00049486), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

5. To consider Re-appointment of Shri Murlidhar Gyanchandani (DIN:00049298) as an Executive Chairman of the Company, aged 78 Years and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary in this regard, consent of the Company be and is hereby accorded to the re-appointment of Shri Murlidhar Gyanchandani (DIN: 00049298), aged 78 years. as Managing Director designated as Executive Chairman of the Company, not liable to retire by rotation, to exercise powers of day to day management of affairs of the Company, for a period of 3 (Three years) with effect from 1st October, 2025 on the following terms and conditions:-

A) SALARY:
Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,75,00,000/- (Rupees One Crore Seventy-Five Lakh only) per month.

B) COMMISSION:
The Executive Chairman shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

C) PERQUISITES:
In addition to the Salary and Commission as above, the Executive Chairman shall be entitled to the following perquisites:

PART-A

(i) **Housing** – The Executive Chairman shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment arrangement through electronic or other mode for meeting medical and miscellaneous expenses of Housekeeping and Security Staff).

(ii) **Medical Reimbursement** –Reimbursement of actual medical expenses incurred in India and/ or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Executive Chairman and his family by the Company.

(iii) **Leave Travel Concession** – Reimbursement of all the expenses (like Travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

(iv) **Entertainment expenses and other Business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.

(v) **Club Fee** -Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.

(vi) **Personal Accident Insurance** -An appropriate Personal Accident Insurance policy may also be taken for Executive Chairman and his family by the Company.

(vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

Explanation:-
"Family" here means the spouse and dependent children of the Executive Chairman.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

PART –B

(i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
(ii) Gratuity not exceeding half month's salary for each completed year of service.
(iii) The Executive Chairman shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed.

PART – C

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Executive Chairman. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long-distance official calls), shall not be included in the computation of perquisites.

RESOLVED FURTHER THAT where in any financial year during the currency of term of Executive Chairman, the Company has no profits or its profits are inadequate, the Company shall pay to Executive Chairman, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Murlidhar Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Executive Chairman of the Company including salary, commission and perquisites provided however that the total remuneration payable to him shall be in accordance with the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and other rules for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

6. **To consider Re-appointment of Shri Bimal Kumar Gyanchandani (DIN: 00049337) as a Managing Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary in this regard, consent of the Company be and is hereby accorded to the re-appointment of Shri Bimal Kumar Gyanchandani (DIN: 00049337) as Managing Director of the Company, not liable to retire by rotation to exercise powers of day to day management of affairs of the Company, for a period of 3 (Three) years with effect from 1st October, 2025 on the following terms and conditions:-

A) SALARY:

Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,75,00,000/- (Rupees One Crore Seventy-Five Lakh only) per month.

B) COMMISSION:

The Managing Director shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

C) PERQUISITES:

In addition to the Salary and Commission as above, the Managing Director shall be entitled to the following perquisites:

PART-A

(i) **Housing** – The Managing Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment arrangement through electronic or other mode for meeting medical and miscellaneous expenses of Housekeeping and Security Staff).

(ii) **Medical Reimbursement** – Reimbursement of actual medical expenses incurred in India and /or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Managing Director and his family by the Company.

(iii) **Leave Travel Concession** – Reimbursement of all the expenses (like Travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

(iv) **Entertainment expenses and other Business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.

(v) **Club fee** -Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.

(vi) **Personal Accident Insurance** -An appropriate Personal Accident Insurance policy may also be taken for Managing Director and his family by the Company.

(vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

Explanation: -

"Family" here means the spouse and dependent children of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

PART –B

(i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
(ii) Gratuity not exceeding half month's salary for each completed year of service.
(iii) The Managing Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed.

PART – C

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Managing Director. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long-distance official calls), shall not be included in the computation of perquisites.

"RESOLVED FURTHER THAT where in any financial year during the currency of term of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Managing Director, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Bimal Kumar Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Managing Director of the Company including salary, commission and perquisites provided however that the total remuneration payable to him shall be in accordance with the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and other rules for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

7. **To consider Re-appointment of Shri Rahul Gyanchandani (DIN: 00049468) as a Joint Managing Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:**

"**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary in this regard, consent of the Company be and is hereby accorded to the re-appointment of Shri Rahul Gyanchandani (DIN: 00049468) as Joint Managing Director of the Company, liable to retire by rotation, to look after Operations and Planning functions of Soap and Detergent Division and Soda Ash Division of the Company, for a period of 3 (Three) years with effect from 1st October, 2025 on the following terms and conditions:-

A) **SALARY:**
Rs. 1,25,00,000/- (Rupees One Crore Twenty-Five Lakh only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per month.

B) **COMMISSION:**
The Joint Managing Director shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

C) **PERQUISITES:**
In addition to the Salary and Commission as above, the Joint Managing Director shall be entitled to the following perquisites:

<u>PART-A</u>

(i) **Housing** – The Joint Managing Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment arrangement through electronic or other mode for meeting medical and miscellaneous expenses of Housekeeping and Security Staff).

(ii) **Medical Reimbursement** – Reimbursement of actual medical expenses incurred in India and /or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Joint Managing Director and his family by the Company.

(iii) **Leave Travel Concession** – Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

(iv) **Entertainment expenses and other Business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.

(v) **Club fee** -Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.

(vi) **Personal Accident Insurance** - An appropriate Personal Accident Insurance policy may also be taken for Joint Managing Director and his family by the Company.

(vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

Explanation: -
"Family" here means the spouse and dependent children of the Joint Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

PART –B

(i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
(ii) Gratuity not exceeding half month's salary for each completed year of service.
(iii) The Joint Managing Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed.

PART – C

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Joint Managing Director. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long-distance official calls), shall not be included in the computation of perquisites.

"**RESOLVED FURTHER THAT** where in any financial year during the currency of term of Joint Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Joint Managing Director, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Rahul Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Joint Managing Director of the Company including salary, commission and perquisites provided however that the total remuneration payable to him shall be in accordance with the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and other rules for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members

and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

8. To consider Re-appointment of Shri Manoj Gyanchandani (DIN: 00049387) as Whole-time Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary in this regard, consent of the Company be and is hereby accorded to the re-appointment of Shri Manoj Gyanchandani (DIN:00049387) as Whole-time Director designated as Executive Director of the Company to look after Marketing, Advertisement and Media functions of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 1st October, 2025 on the following terms and conditions:-

A) SALARY:
Rs. 1,25,00,000/- (Rupees One Crore Twenty-Five Lakh only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per month.

B) COMMISSION:
The Whole-time Director shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

C) PERQUISITES:
In addition to the Salary and Commission as above, the Whole-time Director shall be entitled to the following perquisites:

PART-A

(i) **Housing** – The Whole-time Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment arrangement through electronic or other mode for meeting medical and miscellaneous expenses of Housekeeping and Security Staff).

(ii) **Medical Reimbursement** – Reimbursement of actual medical expenses incurred in India and /or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Whole-time Director and his family by the Company.

(iii) **Leave Travel Concession** – Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

(iv) **Entertainment expenses and other Business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.

(v) **Club fee** - Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.

(vi) **Personal Accident Insurance** - An appropriate Personal Accident Insurance policy may also be taken for Whole-time Director and his family by the Company.

(vii) Such other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

Explanation: -

"Family" here means the spouse and dependent children of the Whole-time Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

PART –B

(i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.

(ii) Gratuity not exceeding half month's salary for each completed year of service.

(iii) The Whole-time Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed.

PART – C

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Whole-time Director. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long-distance official calls), shall not be included in the computation of perquisites.

"RESOLVED FURTHER THAT where in any financial year during the currency of term of Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Whole-time Director, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Manoj Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Whole-time Director of the Company including salary, commission and perquisites provided however that the total remuneration payable to him shall be in accordance with the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and other rules for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

9. **To consider Re-appointment of Shri Rohit Gyanchandani (DIN: 00049486) as Whole-time Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary in this regard, consent of the Company be and is hereby accorded to the re-appointment of Shri Rohit Gyanchandani (DIN:00049486) as Whole-time Director designated as Executive Director of the company to look after International Business, Hygiene care Business and Dish wash segment of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 1st October, 2025 on the following terms and conditions:-

A) SALARY:

Rs. 1,25,00,000/- (Rupees One Crore Twenty-Five Lakh only) per month with such annual increment as the Board of Directors may approve subject to payment of maximum salary up to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) per month.

B) COMMISSION:

The Whole-time Director shall be entitled to Commission @1% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable based upon the quarterly/ half yearly/ annual financial performance of the Company.

C) PERQUISITES:

In addition to the Salary and Commission as above, the Whole-time Director shall be entitled to the following perquisites:

PART-A

(i) **Housing** – The Whole-time Director shall be entitled to furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water and maintenance, provision of Housekeeping and Security Services (including payment arrangement through electronic or other mode for meeting medical and miscellaneous expenses of Housekeeping and Security Staff).

(ii) **Medical Reimbursement** – Reimbursement of actual medical expenses incurred in India and /or abroad including hospitalization, medicine and surgical charges for himself and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and attendant are also payable. An appropriate Medical Insurance policy may also be taken for Whole-time Director and his family by the Company.

(iii) **Leave Travel Concession** – Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family once in a year, wherever undertaken, whether in India or abroad. The entitlement for one year to the extent not availed shall be allowed to be accumulated up to next two years.

(iv) **Entertainment expenses and other business expenses** – Reimbursement of entertainment, travelling including foreign travel and all other expenses if any, actually and properly incurred for the business of the Company.

(v) **Club fee** -Subscription or reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.

(vi) **Personal Accident Insurance -** An appropriate Personal Accident Insurance policy may also be taken **for** Whole-time Director and his family by the Company.

(vii) **Such** other allowances and perquisites as may be recommended by the Nomination and Remuneration Committee and approved by the Board, from time to time.

Explanation: -

"Family" here means the spouse and dependent children of the Whole-time Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

PART –B

(i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
(ii) Gratuity not exceeding half month's salary for each completed year of service.
(iii) The Whole-time Director shall be entitled to leave with pay for a period not exceeding one month for every eleven months of services besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed.

PART – C

The Company shall provide a car with driver, Mobile and basic telephone at the residence of the Whole-time Director. Use of Company's Car for official purpose, mobile and basic telephone at residence (including payment for local calls and long-distance official calls), shall not be included in the computation of perquisites.

"**RESOLVED FURTHER THAT** where in any financial year during the currency of term of Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Whole-time Director, remuneration by way of Salary, Commission and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of appointment of Shri Rohit Gyanchandani based on the recommendation of the Nomination and Remuneration Committee, from time to time, during the tenure of his appointment as Whole-time Director of the Company including salary, commission and perquisites provided however that the total remuneration payable to him shall be in accordance with the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and other rules for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

10. **To consider Re-appointment of Shri Naresh Phoolwani (DIN: 07681794) as Whole-time Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:**

"**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary in this regard, consent of the Company be and is hereby accorded to the re-appointment of Shri. Naresh Kumar Phoolwani (DIN 07681794) as Whole Time Director, liable to retire by rotation, to look after day to day affairs of units of the Company for a period of 3

(Three) years with effect from 1st January, 2026 on the following terms and conditions as approved by the Nomination and Remuneration Committee:

A) SALARY:
Rs.1,04,432/- (Rupees One Lakh Four Thousand Four Hundred Thirty-Two only) per month (inclusive of all the allowances) with such increment as the Board of Directors may approve from time to time subject to payment of maximum salary up to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month.

B) PERQUISITES:
In addition to the Salary as above, the Director shall be entitled to the following perquisites:

PART-A

(i) Mediclaim Policy – An appropriate Mediclaim Policy may be taken for Director and his family by the Company.
(ii) Such other allowances and perquisites as may be approved by the Board.

PART –B

(i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity Fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax Act, 1961.
(ii) Gratuity not exceeding half month's salary for each completed year of service.

(iii) The Director shall be entitled to leave with pay for a period not exceeding 15 days for each year of service besides casual and sick leaves. Leaves accumulated but not availed will be allowed to be encashed.

PART – C

The Company shall provide a Mobile phone to the Director. Use of Company's mobile shall not be included in the computation of perquisites.

RESOLVED FURTHER THAT where in any financial year during the currency of term of Director, the Company has no profits or its profits are inadequate, the Company shall pay to Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary and modify the terms and conditions of re-appointment of Shri Naresh Kumar Phoolwani from time to time, during the tenure of his appointment as Director of the Company including salary and perquisites provided however that the total remuneration payable to him shall be in accordance with the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and subject however, to the compliance with the applicable provisions of the Companies Act, 2013 and other rules for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, doubts or difficulties without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

11. To regularize the appointment of Shri Sushil Kumar Bajpai (DIN: 00049227) as a Director of the Company liable to retire by rotation 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 Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Shri Sushil Kumar Bajpai (DIN: 00049227), who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from 22nd July, 2025 and who holds office up to the date of forthcoming Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160(1) of the Companies Act, 2013 signifying his intention to propose his candidature, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

12. To consider the appointment of Shri Sushil Kumar Bajpai (DIN: 00049227) as Whole-time Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as *Special Resolution*:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment

thereof for the time being in force and Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals as may be necessary in this regard, consent of the Company, be and is hereby accorded to the appointment of Shri Sushil Kumar Bajpai (DIN:00049227) as Whole-time Director designated as **Director-Finance & Corporate Affairs** of the Company, liable to retire by rotation, to look after Finance & Corporate Affairs of the Company, for a period of 3 (Three) years with effect from 22nd July, 2025 on the following terms and conditions:

A. SALARY:

Gross Salary (Fixed) of Rs.9,17,775/- (Rupees Nine Lakh Seventeen Thousand Seven Hundred Seventy-Five only) per month (inclusive of all the allowances) with such increment as the Board of Directors may approve from time to time subject to payment of maximum salary up to Rs. 12,00,000/- (Rupees Twelve Lakh only) per month.

B. PERQUISITES:

In addition to the Salary as above, Shri Sushil Kumar Bajpai shall be entitled to the following perquisites:

PART-A

(i) Mediclaim Policy – An appropriate Mediclaim Policy may be taken for the Whole-time Director and his family by the Company.

(ii) Such other allowances, performance linked incentives and perquisites as may be approved by the Board.

PART –B

(i) Contribution to (a) Provident Fund (b) Superannuation Fund or Annuity fund as per Company's rules. These will not be included in the computation of the ceiling on perquisites, if any, to the extent either singly or put together are not taxable under the Income Tax- Act, 1961.

(ii) Gratuity not exceeding half month's salary for each completed year of service.

(iii) The Whole-time Director shall be entitled to leave with pay for a period not exceeding 15 days for each year of service besides casual and sick leaves as per rules of the Company. Leaves accumulated but not availed will be allowed to be encashed. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income-Tax Act, 1961.

(iv) The Whole-time Director shall be entitled to reimbursement of expenses, utilities and amenities etc. as per Company policy, incurred by him in connection with the business of the Company.

PART – C

(i) The Company shall provide a car with driver to the Whole-time Director. Use of Company's Car for official purpose and shall not be included in the computation of perquisites.

(ii) The Company shall provide a Mobile phone to the Whole-time Director. Use of Company's mobile shall not be included in the computation of perquisites.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole -time Director, the Company has no profits or its profits are inadequate, Shri Sushil Kumar Bajpai, Whole -time Director shall be entitled to remuneration by way of salary and perquisites as specified supra, as minimum remuneration, subject however to the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

13. **To increase the overall limits of Managerial Remuneration payable to the Managerial Personnel in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:**

"**RESOLVED THAT** pursuant to the first proviso to sub-section (1) of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 (including any statutory modification(s) or re-enactment(s), for the time being in force), and Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approvals of any other statutory authorities as may be required in this regard,, consent of the Company be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to its Directors, including Managing Director, Whole-time Director and manager, if any, in respect of any financial year from 11% to 40% of the Net Profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** pursuant to clause (i) of the second proviso to sub-section (1) of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 (including any statutory modification(s) or re-enactment(s), for the time being in force) as amended and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors and subject to the approval of any other Statutory Authorities, as may be required in this regard, the approval of the Members of the Company be and is hereby accorded to increase the limit of 5% or 10% (as applicable), as stipulated in clause (i) of the second proviso to subsection (1) of Section 197 of the Companies Act 2013, payable to any one or more Managing Directors or Whole-time Directors of the Company in any financial year to 10% or 40% of the Net Profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.".

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

14. To regularize Shri Rajinder Pal Singh (DIN: 02135781) as a Director (Non-Executive) liable to retire by rotation 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 sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Rajinder Pal Singh (DIN: 02135781), who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors with effect from 26th May, 2025 and who holds office upto the date of forthcoming Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160(1) of the Companies Act, 2013 signifying his intention to propose his candidature, be and is hereby appointed as a Director (Non-Executive) of the Company, whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the members and the approval of the members shall be deemed to have been given thereto expressly by the authority of this resolution."

15. To ratify the remuneration of the Cost Auditor for the Financial year ending 31st March, 2026 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*:

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Company be and is hereby accorded to ratify the remuneration of Rs. 6,60,000/- (Rupees Six Lakh Sixty Thousand Only) plus applicable goods and service tax for the financial year ended 31st March, 2026 to M/s. Jitendra, Navneet & Co., Cost Accountants (Firm Registration No. 000119), Delhi, who were appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2025-26."

16. To approve the alteration in Articles of Association of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a *Special Resolution*:

"**RESOLVED THAT** pursuant to the provision of Section 14 of the Companies Act, 2013 ('the Act') and any other applicable provisions of the Act read with rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded for alteration in Articles of Association of the company by substitution of the existing Article 83 of the Article of Association, with the amended Article as hereunder:

Article No.	Existing Article	Proposed Article
Article 83	The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke any such appointment. A Director so appointed shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director	The Directors may from time to time appoint one or more of their body to the office of Managing Director (s) and / or Joint Managing Director (s) for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke any such appointment. The office of Managing Director other than the Joint Managing Director, shall not be subject to liable to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases for any cause to be a Director.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

Sushil Kumar Bajpai
Director-Finance & Corporate Affairs
and Company Secretary

Place: Gurugram
Date: 14th August 2025

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.**

2. 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.

3. 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.

4. Members are requested to bring their attendance slip along with their copy of Annual Report at the Meeting.

5. Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed to this Notice.

6. The details of Directors seeking appointment/re-appointment in Annexure to this notice.

ANNEXURE A TO NOTICE

AS REQUIRED UNDER THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), THE RELEVANT DETAILS IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT ARE AS UNDER:

Particulars	Murlidhar Gyanchandani	Bimal Kumar Gyanchandani	Rahul Gyanchandani	Manoj Gyanchandani	Rohit Gyanchandani
DIN	00049298	00049337	00049468	00049387	00049486
Date of Birth & Age	20-11-1946 / 78 years	20-07-1960 / 65 years	02-09-1979 / 45 years	22-10-1972 / 52 years	10-04-1984 / 41 years
Qualifications	Graduate	Graduate	Graduate	Graduate	MBA
Experience	37 years	37 years	21 years	29 years	20 years
Date of Appointment on the Board	27-09-1995	11-10-1995	01-05-2004	11-03-2008	04-02-2005
Expertise in specific functional area	Vast knowledge and experience of FMCG industry, experience of Strategy development and Implementation.	Vast knowledge and experience of FMCG industry, experience of Strategy development and Implementation.	Expertise in procurement and production of detergent and toilet soaps. Deals in, Soda Ash project and Finance functions	Marketing, Advertisement and Media functions of the Company.	International Business, Hygiene Care Business and Dish wash segment of the Company.
Chairman / Director of other Companies	1. RSPL Limited 2. Leayan Global Pvt. Ltd. 3. RSPL Health Pvt. Ltd. 4. Rohit Real Estate Pvt. Ltd. 5. Manoj Developers and Infrastructure Pvt. Ltd. 6. Rahul Realaters & Developers Pvt. Ltd.	1.RSPL Limited 2.Leayan Global Pvt. Ltd. 3.RSPL Health Pvt. Ltd. 4.Manoj Developers & Infrastructure Pvt. Ltd. 5.Rahul Realaters & Developers Pvt. Ltd.	1.RSPL Limited 2.Leayan Global Pvt. Ltd. 3.RSPL Health Pvt. Ltd. 4.Rahul Realaters & Developers Pvt. Ltd. 5.NIF Pvt. Ltd. 6.Contluxi International Pvt. Ltd.	1.RSPL Limited 2.Leayan Global Pvt. Ltd. 3.RSPL Health Pvt. Ltd. 4.NIF Pvt Ltd. 5.Contluxi International Pvt. Ltd. 6.Nimmi Build Tech Pvt. Ltd.	1.RSPL Limited 2.NIF Pvt. Ltd. 3.Leayan Global Pvt. Ltd. 4.RSPL Health Pvt. Ltd. 5.Rohit Real Estate Pvt. Ltd. 6.Manoj Developers and Infrastructure Pvt. Ltd.

	7. Ghari Industries (India) Pvt. Ltd. 8.H.D. Wires Pvt. Ltd. 9.NIF Pvt. Ltd. 10.Contluxi International Pvt. Ltd. 11.Nimmi Build Tech Pvt. Ltd. 12.Bimal Consumers Pvt. Ltd. 13.Clean Horizon Energy Pvt. Ltd.	6.Ghari Industries (India) Pvt. Ltd. 7.NIF Pvt. Ltd. 8.Contluxi International Pvt. Ltd. 9.Nimmi Build Tech Pvt. Ltd. 10.Bimal Consumers Pvt. Ltd. 11.Clean Horizon Energy Pvt. Ltd.	7.Nimmi Build Tech Pvt. Ltd. 8.Bimal Consumers Pvt. Ltd. 9.Namaste India Micro Finance Pvt. Ltd. 10.Clean Horizon Energy Pvt. Ltd.	7.Bimal Consumers Pvt. Ltd. 8.Namaste India Microfinance Pvt. Ltd. 9.Baker By Chance Pvt. Ltd. 10.Clean Horizon Energy Pvt. Ltd.	7.Rahul Realaters & Developers Pvt. Ltd. 8.Namaste India Micro Finance Pvt. Ltd. 9.RSPL Health BD Ltd., Bangladesh 10.Nimmi Build Tech Pvt. Ltd. 11.Contluxi International Pvt. Ltd. 12.Bimal Consumers Pvt. Ltd. 13.RSPL Global Consumers FZE, Dubai 14.Serene Finmart Pvt. Ltd. 15.RSPL Homecare And Hygiene Manufacturing PLC, Ethiopia 16.Clean Horizon Energy Pvt. Ltd.
Chairman / Member of Committee of the Board of other Companies of which he is a Director	**Corporate Social Responsibility Committee** 1. RSPL Health Private Limited (Chairman) 2. NIF Private Limited (Member)	**Corporate Social Responsibility Committee** 1. RSPL Health Private Limited (Member) 2. NIF Private Limited (Member)	-	**Corporate Social Responsibility Committee** 1. NIF Private Limited (Chairman)	**Corporate Social Responsibility Committee** 1. RSPL Health Private Limited (Member)

Shareholding of Director in the Company	2,37,57,121 shares of Rs. 10/- each (29.36%)	2,02,28,056 of Rs. 10/- each (25%)	1,21,37,200 shares of Rs 10/- each (15%)	1,21,37,200 shares of Rs 10/- each (15%)	1,21,37,200 shares of Rs 10/- each (15%)
Relationship with other Director(s).	Manoj Gyanchandani **(Son)** Rahul Gyanchandani **(Son)** Bimal Kumar Gyanchandani **(Brother)**	Murlidhar Gyanchandani **(Brother)** Rohit Gyanchandani **(Son)**	Murli Dhar Gyanchandani **(Father)** Manoj Gyanchandani **(Brother)**	Murlidhar Gyanchandani **(Father)** Rahul Gyanchandani **(Brother)**	Bimal Kumar Gyanchandani **(Father)**
No. of Meetings of the Board attended during the year	09	09	08	09	09
Terms and conditions of appointment/re-appointment and details of remuneration sought to be paid	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 5 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 6 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 7 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 8 of the accompanying notice.	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 9 of the accompanying notice.

Particulars	Naresh Kumar Phoolwani	Rajinder Pal Singh	Sushil Kumar Bajpai
DIN	07681794	02135781	00049227
Date of Birth & Age	17-06-1973 / 52 years	19-01-1952/ 72 years	28-07-1968/ 57 years
Qualifications	B. Com	B.Sc, Ph.D. (Oil Technology)	M. Com, FCS & LLB
Experience	25 years	44 years	32
Date of Appointment on the Board	01-01-2017	26-05-2025	22-07-2025
Expertise in specific functional area	Expertise in dealing with factory related matters.	Expertise in the field of research on Oil Technology, administration and governance.	Vast Expertise in Corporate Secretarial, Legal, Finance, Corporate Governance and related Matters.
Chairman / Director of other Companies	1. Contluxi International Private Limited 2. Bimal Consumers Private Limited	Standard Surfactants Limited	Indian Home and Personal Care Industry Association

Chairman / Member of Committee of the Board of other Companies of which he is a Director	NIL	NIL	NIL
Shareholding of Director in the Company	NIL	NIL	NIL
Relationship with other Director(s).	NA	NA	NA
No. of Meetings of the Board attended during the year	09	(as an Independent Director upto 11th February 2025)	09 (as a Company Secretary and CFO)
Terms and conditions of appointment/re-appointment and details of remuneration sought to be paid	Re-appointed as per terms and conditions mentioned in resolution stated in Item No. 10 of the accompanying notice.	Appointed as per terms and conditions mentioned in resolution stated in Item No. 12 of the accompanying notice.	Appointed as per terms and conditions mentioned in resolution stated in Item No. 11 of the accompanying notice.

ANNEXURE B TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item Nos. 5 to 10 & 12:

The Members at the Annual General Meeting of the Company held on 15th September, 2022, re-appointed Shri Murlidhar Gyanchandani, Shri Bimal Kumar Gyanchandani as Managing Directors, Shri Rahul Gyanchandani as Joint Managing Director, Shri Manoj Gyanchandani and Shri Rohit Gyanchandani as Whole-time Directors of the Company for a period of three years with effect from 1st October, 2022 and Shri Naresh Kumar Phoolwani as Whole-Time Director of the Company for a period of three years with effect from 1st January, 2023 under the extant provisions of the Companies Act, 2013. The aforesaid terms expires during the Current Year i.e. 2025 and considering the experience and invaluable contribution made by all the Managerial Personnel as reflected in the phenomenal growth of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 22nd July, 2025 have recommended re-appointment of Shri Murlidhar Gyanchandani, Shri Bimal Kumar Gyanchandani as Managing Directors, Shri Rahul Gyanchandani as Joint Managing Director and Shri Manoj Gyanchandani and Shri Rohit Gyanchandani as Whole-time Directors for further period of three years w.e.f. 1st October, 2025 and of Shri Naresh Kumar Phoolwani as Whole-Time Director for further period of three years w.e.f. 1st January, 2026 to the members of the Company at the ensuing Annual General Meeting.

Further, the Board of Directors, at its meeting held on 22nd July 2025, has appointed, Shri Sushil Kumar Bajpai, as an Additional Director of the Company, w.e.f. 22nd July 2025, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and Article 72 of the Articles of Association of the Company. Further, in the same meeting, based on the recommendation of the Nomination and Remuneration Committee, Shri Sushil Kumar Bajpai has been appointed as a Whole-time Director, designated as Director – Finance & Corporate Affairs, for a period of three years with effect from 22nd July 2025, subject to the approval of the shareholders at the ensuing Annual General Meeting. He shall be liable to retire by rotation.

The terms and conditions of their re-appointment/appointment of the abovesaid Appointees, are in accordance with the provisions of the Companies Act, 2013 and Schedule V thereto read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and has been approved by the Board as per the recommendations of the Nomination and Remuneration Committee of the Board.

Section 196 of the Companies Act, 2013, inter-alia, provides that no Company shall appoint a person who has attained the age of 70 years, as Managing Director, Whole-time Director or Manager unless his appointment is approved by a special resolution. Part-I of Schedule V to the Act contains a similar provision. As Shri Murlidhar Gyanchandani has attained the age of seventy years, it is intended to seek approval of the Members by way of special resolution, for continuance of his appointment as Executive Chairman in compliance with the relevant provisions of the Act.

All the aforesaid Appointees satisfy the conditions set out in Part-I of Schedule V to the Act and are not disqualified under sub-section (3) of Section 196 read with Section 164 of the Act for being appointed as such.

The Board recommends the Special Resolutions set out at Item Nos. 5 to 10 & 12 of the Notice for approval by the Members.

Statement pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information

1.	Nature of Industry	Manufacturing of Soap and Detergent Powder			
2.	Date or expected date of commencement of commercial production	The company is already in operation			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
4.	Financial performance based on given indicators	Particulars	Financial Years (Rs. in crores)		
			2024-25	2023-24	2022-23
		Total Revenue	4345.16	5539.62	6353.89
		Profit after Tax	216.19	554.91	536.28
5.	Foreign investment or collaborations, If any	Nil			

II. Information about the Appointees

Name	**Background details / recognition awards**	**Past Remuneration**	**Proposed Remuneration**	**Job Profile and his suitability**	**Comparative Remuneration**	**Pecuniary and other relationship with managerial personnel**
Shri Murlidhar Gyanchandani	Shri Murlidhar Gyanchandani, founder has more than 37 years experience in Soap and Detergent Industry. Under his guidance and apt leadership skills, the Company has undertaken massive expansion and diversification	**Salary:** Rs. 1,00,00,000/-p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,25,00,000/- per month. **Commission:**@1% of	**Salary:** Rs.. 1,50,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,75,00,000/- per month. **Commission:** @1% of Net profits of the Company.	The Managerial experience and past performance makes him most suitable for the position of Executive Chairman to exercise powers day to day management of affairs of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends	Besides the remuneration proposed herein, Shri Murlidhar Gyanchandani does not have, directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.

	plans as reflected in manifold increase in revenue, profitability and sustained growth prospects.	Net profits of the Company.				
Shri Bimal Kumar	Shri Bimal Kumar, founder has more than 37 years experience in Soap and Detergent Industry. Under his guidance and apt leadership skills, the Company has undertaken massive expansion and diversification plans as reflected in manifold increase in revenue, profitability and sustained growth prospects.	**Salary:**Rs. 1,00,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,25,00,000/- per month. **Commission:**@1% of Net profits of the Company.	**Salary:**Rs. 1,50,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,75,00,000/- per month. **Commission :** @1% of Net profits of the Company.	The Managerial experience and past performance makes him most suitable for the position of Managing Director to exercise powers day to day management of affairs of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.	Besides the remuneration proposed herein, Shri Bimal Kumar Gyanchandani does not have, directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.
Shri Rahul Gyanchandani	Shri Rahul Gyanchandani is a Commerce Graduate and has more than 21 years experience in Soaps and Detergent Industry.	**Salary:**Rs. 85,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum	**Salary:**Rs. 1,25,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to	The Managerial experience and past performance makes him most suitable for the position of Joint Managing Director. He is	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.	Besides the remuneration proposed herein, Shri Rahul Gyanchandani does not have, directly or indirectly any material pecuniary relationship with

		salary up to Rs.1,00,00, 000/- per month. **Commission:** @1% of Net profits of the Company.	Rs.1,50,00,00 0/- per month. **Commission :** @1% of Net profits of the Company.	primarily responsible for looking after Operations and Planning Functions of Soad and Detergent division, Soda Ash project and Finance functions of the Company.		the company or any key managerial personnel.
Shri Manoj Gyanchandani	Shri Manoj Gyanchandani is a Commerce Graduate and has more than 29 years experience in Soaps and Detergent Industry .	**Salary:** Rs. 85,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,00,00, 000/- per month. **Commission:**@1% of Net profits of the Company.	**Salary:** Rs. . 1,25,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,50,00,00 0/- per month. **Commission :** @1% of Net profits of the Company.	The Managerial experience and past performance makes him most suitable for the position of Whole-time Director. He is primarily responsible for looking after Marketing, Advertisement and Media Functions of the Company.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.	Besides the remuneration proposed herein , Shri Manoj Gyanchandani does not have , directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.
Shri Rohit Gyanchandani	Shri Rohit Gyanchandani is a MBA and has more than 20 years experience in Soaps and Detergent Industry .	**Salary:**Rs. 85,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs.1,00,00,	**Salary:** Rs. . 1,25,00,000/- p.m. with such annual increment as the Board may approve subject to payment of maximum salary up to Rs. 1,50,00,000/- per month.	The Managerial experience and past performance makes him most suitable for the position of Whole-time Director. He is primarily responsible for looking after International	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.	Besides the remuneration proposed herein, Shri Rohit Gyanchandani does not have , directly or indirectly any material pecuniary relationship with the company or any key

		000/- per month. **Commission:**@1% of Net profits of the Company.	**Commission :** @1% of Net profits of the Company.	Business, Hygiene care business and Dish wash segment of the Company.		managerial personnel.
Mr. Naresh Kumar Phoolwani	Mr. Naresh Kumar Phoolwani is a Commerce Graduate and has more than 25 years experience in dealing with Factory Related Matters.	Rs.1,04,432/- (RupeesOne Lac Four Thousand Four Hundred Thirty Two) per month (inclusive of all the allowances) with such increment as approved by the Board of Directors from time to time.	Rs.1,04,432/- (Rupees One Lac Four Thousand Four Hundred Thirty Two only) per month (inclusive of all the allowances) with such increment as the Board of Directors may approve from time to time subject to payment of maximum salary up to Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) per month.	He is Looking after day to day affairs of units of the Company. His good experience in the field of day to day affairs of of manufacturing units, makes him suitable candidate for the office of Whole-time Director.	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends	Besides the remuneration proposed herein, Mr. Naresh Kumar Phoolwani does not have , directly or indirectly any material pecuniary relationship with the company or any key managerial personnel.
Shri Sushil Bajpai	Shri Sushil Bajpai is a Commerce Graduate and fellow member of Institute of Company Secretaries of India and has more than 32_years experience in	Gross Salary (Fixed) of Rs.9,17,775/- per month (inclusive of all the allowances) as a Company	Gross Salary (Fixed) of Rs.9,17,775/- per month (inclusive of all the allowances) with such increment as the Board of Directors may approve	Shri Sushil Kumar Bajpai is a seasoned professional with vast experience in Secretarial, Finance, Legal, Corporate Governance, and related	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends	Besides the remuneration proposed herein, Shri Sushil Bajpai does not have , directly or indirectly any material pecuniary relationship with the company or any key

	dealing with Corporate Secretarial, Finance, Legal & Corporate Affairs Related Matters.	Secretary and CFO.	from time to time subject to payment of maximum salary up to Rs. 12,00,000/- per month.	areas. His expertise will add significant value to the Company's leadership and financial strategy. He is also Company Secretary of the Company. Further, he was working with the Company as CFO since May 2014 but after his appointment as Whole-time Director, he has resigned from the post of CFO of the Company.		managerial personnel.

The Board is of the opinion that the aforesaid appointees have requisite qualifications, expertise and experience which would be reflected in the improved financial and operational performance of the Company.

III. Other information

(i) Reasons for Loss or inadequate Profits:

The Company has earned Net Profit of Rs. 21,619.36 Lacs (calculated in accordance with the provisions of Section 198 of the Companies Act,2013) for the financial year ended 31st March, 2025.Due to increase in raw material prices and tough competition in the FMCG sector, the profit of the Company has seen registered negative growth.

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

Cost control, better financial strategy, productivity improvement, new products and market development initiatives are in place to improve profitability.

(iii) Expected increase in productivity and Profits in measurable terms:

Shri Murlidhar Gyanchandani, Executive Chairman, Shri Bimal Kumar Gyanchandani, Managing Director, Shri Rahul Gyanchandani, Joint Managing Director, Shri Manoj Gyanchandani, Shri Rohit Gyanchandani and Mr. Naresh Kumar Phoolwani, Whole Time Directors and Shri Sushil Kumar Bajpai, Company Secretary & CFO, have made their invaluable contribution as reflected in manifold increase in revenue and profitability and sustained growth of the Company. The Company expects to improve its performance and achieve new milestones in times ahead.

(IV) Disclosures:

The Shareholders of the Company are duly informed of the remuneration package of Managerial personnel.

Shri Murlidhar Gyanchandani (Executive Chairman), Shri Bimal Kumar (Managing Director), Shri Rahul Gyanchandani (Joint Managing Director), Shri Manoj Gyanchandani and Shri Rohit Gyanchandani (Whole Time Director), besides being relatives, are interested in the resolutions concerning their respective appointments. Mr. Naresh Kumar Phoolwani, and Shri Sushil Bajpai, Whole Time Director of the Company are interested in the resolutions concerning their respective appointment. No other Director or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolutions.

The Resolutions along with the accompanying Explanatory Statement may be treated as memorandum of terms of appointment within the meaning of Section 190 of the Companies Act 2013.

Item No. 11:

Shri Sushil Kumar Bajpai (DIN: 00049227), was appointed by the Board of Directors at its meeting held on 22nd July 2025 as an Additional Director of the Company with effect from 22nd July, 2025. In terms of Section 161(1) of the Companies Act, 2013, he holds office as Additional Director upto the date of this Annual General Meeting. In terms of Section 152 and any other applicable provisions of the Companies Act, 2013, he is proposed to be appointed as Director of the Company.

The Board considers that his association would provide an immense benefit to the Company and it is desirable to avail his services as Director.

The Board recommends Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members.

Except Shri Sushil Kumar Bajpai, being director seeking regularization, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution.

Item No. 13:

Pursuant to the first proviso to sub-section (1) of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 (including any statutory modification(s) or re-enactment(s), for the time being in force), and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 22nd July, 2025, consented to increase the overall maximum managerial remuneration limit payable to its Directors, including Managing Director, Whole-time Director and manager, if any, in respect of any financial year from 11% to 40% of the Net Profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013.

Further, it is hereby accorded to increase the limit of 5% or 10% (as applicable), as stipulated in clause (i) of the second proviso to subsection (1) of Section 197 of the Companies Act 2013, payable to any one or more Managing

Directors or Whole-time Directors of the Company in any financial year to 10% or 40% of the Net Profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives (except Managing Director, Joint Managing Director and Whole Time Director or their relatives) is concerned or interested, financially or otherwise, in the resolution set out at Item No. 13.

The Board recommends Special Resolution set out at Item 13 of the Notice for approval by the Members.

Item No. 14:

The Board of Directors, at its meeting held on 26th May, 2025, appointed Shri Rajinder Pal Singh (DIN: 02135781) as an Additional Director (Non-Executive) of the Company in accordance with the provisions of Section 161(1) of the Companies Act, 2013, read with the Articles of Association of the Company.

As per the provisions of Section 161(1), Shri Rajinder Pal Singh holds office only up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director.

The Board, based on the recommendation of the Nomination and Remuneration Committee and keeping in view his expertise, experience, and contributions, recommends his appointment as a Director (Non-Executive), liable to retire by rotation, under the provisions of Section 152 of the Companies Act, 2013 and the applicable rules made thereunder.

Shri Rajinder Pal Singh has rich and varied experience in strategic leadership and governance, and his continued association will be beneficial to the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Shri Rajinder Pal Singh being the director seeking appointment, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 14.

The Board recommends Ordinary Resolution set out at Item 14 of the Notice for approval by the Members.

Item No. 15:

Based on the recommendations of the Audit Committee, the Board of Directors of the Company at its Meeting held on 26th May, 2025 re-appointed M/s. Jitendra, Navneet & Co., Cost Accountants (Firm Registration No. 000119) to conduct the audit of the Cost records of the Company for the Financial year ending 31st March, 2026 at a remuneration of Rs. 6,60,000/- (Rupees Six Lacs Sixty Thousand) plus taxes at applicable rates and reimbursement of out of pocket expenses incurred by them in connection with the cost audit. In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors requires ratification by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the Financial Year ending 31st March, 2026 as set out in the resolution. The Board recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the Ordinary resolution set out at Item No. 15 of the accompanying Notice.

Item No. 16:

pursuant to the provisions of Section 14 of the Companies Act, 2013 ('the Act') and any other applicable provisions of the Act and rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the Board of Directors of the Company at its Meeting held on 14th August, 2025 approved alteration in the Article of Association of the Company by substituting existing Article 83 of the Article of Association, so as to make the office of Joint Managing Director liable to retirement by rotation

A copy of the altered Article of Association of the Company would be available for inspection at the registered office of the Company during business hours on any working day upto the date of Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 16.

The Board recommends Special Resolution set out at Item 16 of the Notice for approval by the Members.

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

Sushil Kumar Bajpai
Director-Finance and Corporate Affairs
& Company Secretary

Place: Gurugram
Date: 14th August, 2025