

**NOTICE**

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of **RSPL Limited**, will be held on Monday, the 26<sup>th</sup> June, 2023 at 02:00 P.M. at the Registered Office of the Company at 119-121 (Part), Block P & T, Fazalganj, Kalpi Road, Kanpur-208012 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, 2023 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, 2023 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, 2023.
3. To appoint a Director in place of Shri Manoj Kumar (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 the increase in Authorized Share Capital of the Company and consequent alteration in the Memorandum 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 an Ordinary Resolution:*

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**“RESOLVED THAT** pursuant to the provisions of Section 13 and Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment or re-enactment thereof, for the time being in force) and Article 5 of the Article of Association of the Company, consent of the members be and is hereby accorded to increase of the Authorised Share Capital of the Company from Rs. 45,00,00,000/- (Rupees Forty Five Crore) divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 100,00,00,000/- (Rupees One Hundred Crores) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten) each by addition of *Rs. 55,00,00,000/- (Rupees Fifty Five Crore only) divided into 5,50,00,000 (Five Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.*”

**“RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company by deleting the existing Clause V and substituting in its place and stead the following Clause:

- V. The Authorized Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crore Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase, reduce, vary, modify, alter, divide and sub-divide the share capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations for the company, and to vary, modify or subrogate any such rights, privileges or conditions in such manner as may, for the time being be provided by the Company, consolidate or sub-divide the share and issue new shares of higher or lower denomination in accordance with the provisions of the Companies Act, or any statutory modification thereof.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to take all such steps and actions and give

such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

**6. To consider the alteration of 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 provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for the insertion of the following Articles 6A and 6B after the existing Article 6 of the Articles of Association of the Company:

“Capitalization of Profits

*6A (1). The company in general meeting may, upon the recommendation of the Board, resolve—*

*a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and*

*b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.*

*(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—*

- a. paying up any amounts for the time being unpaid on any shares held by such members respectively;*
- b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;*
- c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);*
- d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;*
- e. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.*

*6B. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall—*

- a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and*
- b. generally do all acts and things required to give effect thereto.*

*(2) The Board shall have power—*

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and*
- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the*

*case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;*

*(3) Any agreement made under such authority shall be effective and binding on such members.”*

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred as the “Board” which term shall include any committee constituted / may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation issuing clarifications and resolving all questions of doubt, to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, to settle all questions, difficulties or doubts that may arise in regard to the alteration of the Articles of Association and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**7. To approve issue of Bonus Shares 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 provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Articles of Association of the Company, the recommendation of Board of



Directors of the Company and subject to such approvals as may be necessary, a sum of Rs. 41,50,69,900/- (Rupees Forty One Crore Fifty Lakhs Sixty Nine Thousand and Nine Hundred only) consisting of an amount of Rs. 2,52,55,100/- (Rupees Two Crore Fifty Two Lakhs Fifty Five Thousand and One Hundred only) standing to the credit of Capital Redemption Reserve and Rs. 38,98,14,800/- (Rupees Thirty Eight Crore Ninety Eight Lakhs Fourteen Thousand and Eight Hundred only) forming part of the amount standing to the credit of General Reserves of the Company in the financial statements of the Company as on 31<sup>st</sup> March, 2023 be capitalized for the purpose of issuance of 4,15,06,990 (Four Crore Fifteen Lakhs Six Thousand and Nine Hundred and Ninety) Equity Shares of Rs. 10/- each to be allotted as fully paid-up Bonus Shares in the ratio of 1 (One) Bonus Equity Share for every 1 (One) Equity Share (1:1) held by the Members in the Company on the date of the Annual General Meeting (“Record Date”) and the above proposal shall be subject to the following terms and conditions:

- (i) The new Equity Shares to be so allotted and distributed as ‘Bonus Shares’ shall be subject to the terms of the Memorandum and Articles of Association of the Company.
- (ii) The new Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.
- (iii) The new Equity Shares to be so allotted and distributed shall be treated as an increase of the Capital and not as income.
- (iv) No letter of allotment shall be issued to the allottees of the Bonus Shares and the Bonus Shares will be credited to the Demat Account of the allottees, who are holding the existing Equity shares of the Company in Demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Rules, 2014.”

**“RESOLVED FURTHER THAT** for the purposes of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary or expedient and to settle all questions, doubts or difficulties whatsoever that may arise with regard to issue, allotment and distribution of Bonus Equity Shares.”

**8. To ratify the remuneration of the Cost Auditor for the Financial year ending 31st March, 2024 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. 6,00,000/- (Rupees Six Lacs) plus applicable taxes as applicable and out of pocket expenses as per actual for the Financial Year ended 31<sup>st</sup> March, 2024 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 2023-24.”

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

(S. K. BAJPAI)  
Company Secretary  
Membership No. F3753

Place: Gurugram  
Date: 17<sup>th</sup> May, 2023

**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

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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 Nos. 5, 6, 7 and 8 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:**

<b>Particulars</b>	<b>Manoj Kumar</b>	<b>Rohit Gyanchandani</b>
<b>DIN</b>	00049387	00049486
<b>Date of Birth &amp; Age</b>	22-10-1972 / 50 years	10-04-1984 / 39 years
<b>Qualifications</b>	Graduate	MBA
<b>Experience</b>	27 years	18 years
<b>Date of Appointment on the Board</b>	11-03-2008	04-02-2005
<b>Expertise in specific functional area</b>	Marketing, Advertisement and Media functions of the Company.	International Business, Hygiene Care Business and Dish wash segment of the Company.
<b>Chairman / Director of other Companies</b>	1. NIF Private Limited 2. Leayan Global Private Limited 3. RSPL Health Private Limited 4. Contluxi International Private Limited. 5. Namaste India Microfinance Private Limited 6. Baker By Chance Private Limited	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. Rohit Real Estate Private Limited 7. Manoj Developers & Infrastructures Private Limited 8. Rahul Realaters & Developers Private Limited

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<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 (Chairman) 2. NIF Private Limited(Chairman)	<b>Corporate Social Responsibility Committee</b> 1. Leayan Global Private Limited (Member) 2. RSPL Health Private Limited (Member)
<b>Shareholding of Director in the Company</b>	62,26,166 shares of Rs 10/- each (15%)	62,26,166 shares of Rs 10/- each (15%)
<b>Relationship with other Director(s).</b>	Murlidhar Gyanchandani <b>(Father)</b> Rahul Gyanchandani <b>(Brother)</b>	Bimal Kumar Gyanchandani <b>(Father)</b>
<b>No. of Meetings of the Board attended during the year</b>	07	07
<b>Terms and conditions of appointment/re-appointment and details of remuneration sought to be paid</b>	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.

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## ANNEXURE TO NOTICE

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item Nos. 5:

The Company is primarily engaged in the business of manufacturing and marketing of detergents. The present authorized capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crore) divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each. The present paid up capital of the Company is Rs. 41,50,69,900/- (Rupees Forty One Crore Fifty Lakh Sixty Nine Thousand and Nine Hundred Only), comprising of 4,15,06,990 (Four Crore Fifteen Lakh Six Thousand Nine Hundred Only) Equity Shares of Rs. 10/- (Rupees Ten only) each. To fulfill the need of fund for the business of the Company, it is proposed to issue further Equity Shares up to an amount of 41,50,69,900/- (Rupees Forty One Crore Fifty Lakh Sixty Nine Thousand and Nine Hundred Only). Accordingly, the Board has decided to increase Authorized Capital from Rs. 45,00,00,000/- (Rupees Forty Five Crore) divided into 4,50,00,000 (Four Crores Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 5,50,00,000 (Five Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Consequent to proposed increase of the Authorized Share Capital requires alteration of Clause V of the Memorandum of Association of the Company.

As per the provisions of the Companies Act, 2013, the proposed alteration of Memorandum of Association of the Company requires the approval of Members in General Meeting. The draft of the current and amended Memorandum of Association of the Company are available for inspection by the Members of the Company and the document shall be made available for inspection in physical or electronic form at the Registered Office and Copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) during business hours up to the date of the Annual General Meeting and shall also be available during the continuance of Annual General Meeting.

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The Board of Directors accordingly recommends the resolution as set out at Item No. 5 of the accompanying Notice for the approval of the Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives shall be deemed to be concerned or interested in the above resolutions.

### **Item No. 6:**

The existing Article of Association of the Company does not contain any express provisions with respect to Capitalization of Profits of the Company by issue of Bonus Shares in terms of Section 63 of the Companies Act, 2013. However, in terms of Article 1 of the Articles of Association of the Company, in absence of anything contrary contained therein, the provisions of Table F in the First Schedule to the Companies Act, 2013 shall apply to the Company. Accordingly, the Board of Directors at its meeting held on 17<sup>th</sup> May, 2023 had in terms of Articles 39 and 40 of the Table F approved and recommended the Bonus Issue which is subject to approval by the Members at the Annual General Meeting as mentioned at Item No. 6 of this Notice.

The Board at its aforesaid meeting discussed the matter and considered it desirable to incorporate the provisions of Articles 39 and 40 of the Table F in the Act at Article Nos. 6A and 6B and subject to the approval of the Members of the Company, inter alia approved the amendment to the Article of Association of the Company to include the specific provision for issue of Bonus shares by way of Capitalization of Profits.

Members are requested to note that approval of the Members of the Company is required in terms of Section 14 of the Companies Act, 2013 for alteration to the Article of Association of the Company. The draft of the current and amended Article of Association of the Company are available for inspection by the Members of the Company and the document shall be made available for inspection in physical or electronic form at the Registered Office and Copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company on all working days

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(except Saturdays, Sundays and bank and public holidays) during business hours up to the date of the Annual General Meeting and shall also be available during the continuance of Annual General Meeting.

The Board of Directors recommends the resolution set out at Item No. 6 of the Notice to the Members of the Company for their consideration and approval, by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of this Notice except to the extent of their shareholding in the Company.

### **Item No. 7:**

As per the Financial Statements of the Company for the financial year ended as on 31<sup>st</sup> March, 2023, the Subscribed and Paid-up Share Capital of the Company stood at Rs.41,50,69,900/- divided into 4,15,06,990 Equity shares of Rs. 10/- each and Reserves and Surplus amounted to Rs. 3,72,403.87 Lakhs. Over the past few years, the financial performance of the Company has been consistently good and with a view to reward the members and also to ensure that Subscribed Capital of the Company reflects a greater portion of the total capital employed in business, it has been considered appropriate to restructure the capital base by issue of Bonus Shares. The Board of Directors of the Company has therefore, recommended, subject to necessary approvals that a sum of Rs. 41,50,69,900/- consisting of an amount of Rs. 2,52,55,100/- standing to the credit of Capital Redemption Reserve and Rs. 38,98,14,800/- forming part of the amount standing to the credit of General Reserves of the Company in the financial statements of the Company as on 31<sup>st</sup> March, 2023 be capitalized for the purpose of issuance of 4,15,06,990 Equity Shares of Rs.10/- each credited as fully paid up 'Bonus Shares' and the said 'Bonus Shares' will be allotted to the Members holding Equity Shares in the Company on the date of the Annual General Meeting of the Company ('Record Date') in the proportion of 1 (One) Bonus Equity Share for every 1 (One) existing Equity Share (1:1) held in the Company by such Members on the date of the Meeting. The new Equity Shares to be allotted as 'Bonus Shares' shall rank pari-passu in all respects with the existing Equity Shares of the Company.

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Further, in accordance with Section 29 of the Companies Act, 2013 read with sub-Rule (1) and (2) of the Rule 9A inserted in the Companies (Prospectus and Allotment of Securities) Rules, 2014 with effect from October 2, 2018, an unlisted Public Company shall issue the securities only in dematerialized form and is required to ensure that the entire holding of securities of its Promoters, Directors, Key Managerial Personnel has been held in dematerialized form before making the issue of securities. It is confirmed that entire shareholding of the Promoters, Directors and Key Managerial Personnel is held in dematerialized form. As the issue of Bonus shares shall be made only in dematerialized form, all the Equity Shareholders of the Company whose names will be appearing as Beneficial Owners in the records of Depositories on the Record Date are requested to maintain operative dematerialized accounts with their respective Depository Participants. The Bonus shares would be issued in dematerialized form followed by a corporate action with the Depositories. The Board recommends the Special resolution as placed in the Notice for approval of the Members.

The Directors, Key Managerial Personnel and their Relatives may be considered as concerned or interested in the resolution to the extent of Bonus shares that may be allotted to them against their respective entitlements.

### **Item No. 8:**

The Board of Directors of the Company at its Meeting held on 17<sup>th</sup> May, 2023 on the recommendation of the Audit Committee, has approved the reappointment and remuneration of M/s. Jitendra, 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, 2024 at a remuneration of Rs. 6,00,000/- 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, 2024 as

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set out in the resolution at Item No. 8 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. 8 of the accompanying Notice.”

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

(S. K. BAJPAI)  
Company Secretary  
Membership No. F3753

Place: Gurugram  
Date: 17<sup>th</sup> May, 2023