



HINDUSTHAN URBAN INFRASTRUCTURE LIMITED

CIN: L31300DL1959PLC003141

Regd. office: 7th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110001

Email: investors@hindusthan.co.in, website: www.hindusthanurban.com, Phone no.: +91-11-23310001-05

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) as amended from time to time including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and other applicable laws and regulations, if any, that the Company is seeking consent/approval of the members for the following Resolutions to be passed through Postal Ballot process:

1. Approval for increase in the remuneration of Mr. Raghavendra Anant Mody (DIN: 03158072), Chairman & Whole-time Director of the company.
2. Approval for payment of remuneration to related party for holding the office or place of profit.
3. Re-appointment of Mr. Sadhu Ram Bansal as an Independent Director (DIN: 06471984) (Non –Executive).

The Statement setting out material facts concerning the resolution set out at Item No. 1 to 3 of the Postal Ballot Notice dated June 29, 2021 pursuant to Section 102 of the Act relating to the resolutions are annexed. Postal Ballot Notice dated June 29, 2021, is placed on the website of the Company www.hindusthanurban.com, the BSE Limited, www.bseindia.com and the National Securities Depository Limited, (NSDL) www.evoting.nsdl.com, the e-voting agency.

The Board of Directors of your Company has appointed Mr. Deepak Kejriwal, Managing Director (DIN: 07442554) and Mr. M.L. Birmiwala, President - Finance & Secretary (ICSI Membership No.: F1037), of the Company as the persons responsible for the entire Postal Ballot process.

The Company has engaged the services of National Securities Depository Limited to provide e-voting facility to the members. The Board of Directors vide their resolution dated June 29, 2021, have appointed Mr. Kapoor Chand Garg (ICSI Membership No. F7145, COP No.: 7829) Proprietor of M/s. KCG & Associates, Company Secretaries, New Delhi, as Scrutinizer for scrutinizing the e-voting process.

In view of the continuing restrictions in the country caused by outbreak of COVID – 19 and as per the guidelines issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 2/2021 dated January 13, 2021 and General Circular No. 10/2021 dated June 23, 2021 (“the MCA Circulars”), the Notice would be sent in electronic mode only to those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / Skyline Financial Services Private Limited, the Company’s Registrar & Transfer Agent (RTA). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.

E-voting facility is available at the link <https://www.evoting.nsdl.com/> from Saturday, July 10, 2021, 9.00 a.m. (IST) onwards to Sunday, August 08, 2021, 5.00 p.m. (IST). Shareholders are requested to carefully read the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Scrutinizer will submit his report to the Chairman / or any other Director authorized by the Chairman, of the Company after completion of the scrutiny on Monday, August 09, 2021. Based on the Scrutinizer’s Report, the results of the e-voting will be declared on Monday, August 09, 2021, at 3.00 p.m. at the Company’s Registered Office at 7th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi – 110001, through the website of the Company viz., www.hindusthanurban.com, either by the Managing Director or any other Director authorized by the Chairman in this regard. Voting results along with the Scrutinizer’s Report will be made available on the Company’s website www.hindusthanurban.com under the section ‘Investor Relations’ and will be forwarded to the Stock Exchange where the Company’s shares are listed and made available on the website of NSDL. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Sunday, August 08, 2021.

In case of any grievance or query, members may contact the RTA at Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020, E-mail: viren@skylinerta.com, Phone: 011-41044923.

Special Business

1. **Approval for increase in the remuneration of Mr. Raghavendra Anant Mody (DIN: 03158072), Chairman & Whole-time Director of the company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution:-

“Resolved that pursuant to the recommendation of Nomination and Remuneration Committee, Audit Committee and the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said Act and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration payable to Mr. Raghavendra Anant Mody, (DIN: 03158072) Chairman & Whole-time Director of the Company with effect from July 01, 2021 for remaining period of his present tenure i.e. upto October 02, 2023 on the revised terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

Resolved further that the overall managerial remuneration payable to Mr. Raghavendra Anant Mody shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee & Audit Committee but not exceeding Rs. 1.80 Crore at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Chairman & Whole-time Director be varied/alterd/revised within said overall limit in such manner as may be required during remaining period of his tenure.

Resolved further that where in any financial year during the tenure of the said Chairman & Whole-time Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

Resolved further that any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. Approval for payment of remuneration to related party for holding the office or place of profit:

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution:-

“Resolved that pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI LODR”) and applicable clauses of the Articles of Association of the Company, the approval of the members be and is hereby accorded for the payment of maximum remuneration of Rs. 90.00 Lakhs per annum payable to Mrs. Sanchita Mody, a ‘Related Party’ as defined under section 2(76) of the Companies Act, 2013 and SEBI LODR with effect from July 01, 2021.

Resolved further that an increase in remuneration at a rate of ten percent calculated on last salary drawn every year be given to Mrs. Sanchita Mody after the approval of Managing Director of the Company.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.”

3. Re-appointment of Mr. Sadhu Ram Bansal as an Independent Director (DIN: 06471984)(Non –Executive).

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution:-

“Resolved that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sadhu Ram Bansal (DIN: 06471984), who was appointed as an Independent Director and who holds office as an Independent Director up to August 12, 2021 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years, i.e. up to August 12, 2024.”

**By Order of the Board
For Hindusthan Urban Infrastructure Limited**

**Sd/-
M.L. Birmiwala
President- Finance & Secretary
FCS No. 1037**

**Date: June 29, 2021
Place: New Delhi**

Notes

- (i) The Postal Ballot Notice is being sent to the shareholders whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, June 25, 2021. In view of the continuing restrictions on movement of persons at several places in the country caused by outbreak of COVID – 19 and the MCA Circulars, the Postal Ballot Notice is being sent only in electronic mode to those shareholders who have registered their e-mail addresses with the Company or with the Depositories or with the Company's RTA.
- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, June 25, 2021 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
- (iii) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020.
- (iv) In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 12, 2021 will be considered for the purpose of e-voting.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a verification code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

a.	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300*** 12*****.
b.	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c.	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company for example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password are given below:
 - (a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
 - (c) How to retrieve your 'initial password'?

If your email id is registered in your Demat account or with the company, your initial password is communicated to you on your email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e- Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kapoorgarg.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990 or send a request to Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360.

**By Order of the Board
For Hindusthan Urban Infrastructure Limited**

**Date: June 29, 2021
Place: New Delhi**

**Sd/-
M.L. Birmiwala
President- Finance & Secretary
FCS No. 1037**

Explanatory Statement
(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 1 :

Mr. Raghavendra Anant Mody, was re- appointed and designated as Chairman & Whole-time Director of the Company by the Board at its meeting held on June 29, 2020 for a period of 3 (three) years i.e. from 3rd October, 2020. The same was subsequently approved by the members at the sixtieth AGM held on September 18, 2020.

Further, considering the contribution of Mr. Raghavendra Anant Mody and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee & Audit Committee, the Board at its Meeting held on June 29, 2021 approved the revision in the remuneration payable to Mr. Raghavendra Anant Mody for remaining period of his tenure effective from July 01, 2021 on terms and conditions as mentioned hereunder:

Salary & Perquisites:-

S. No.	Particulars
1.	Salary Rs. 6,91,850/- (Rupees Six Lakh Ninety One Thousand Eight Hundred & Fifty Only) per month.
2.	Conveyance allowance Rs. 1,15,297/- (Rupees One Lakh Fifteen Thousand Two Hundred & Ninety Seven Only) per month.
3.	House Rent Allowance Rs. 5,18,888/- (Rupees Five Lakh Eighteen Thousand Eight Hundred & Eighty Eight Only) per month.
4.	Leave Travel Allowance Rs. 57,666/- (Rupees Fifty Seven Thousand Six Hundred & Sixty Six Only) Per Month.
5.	Company owned Car with running and maintenance expenses at actuals to be borne by the Company. The Car should be used exclusively for attending the company's work.
6.	Company's contribution towards Provident Fund subject to a ceiling of 12% of the salary as laid down under the Income Tax Rules, 1962.
7.	Gratuity as per rules and practice of the Company.
8.	No sitting fee will be paid for attending the meeting of the Board of Directors or Committee thereof.
9.	The services will be subject to termination on three months' notice on either side or salary in lieu thereof.
10.	Reimbursement for Business Knowledge Enhancement and networking expenses upto Rs. 7,50,000/- (Rupees Seven Lakh Fifty Thousand only) per annum.

In the event of absence or inadequacy of profits in any financial year, Mr. Raghavendra Anant Mody will be paid the above salary as minimum remuneration and in addition there to the perquisites not exceeding the limits specified under Section-II of Part-II of Schedule-V to the Companies Act, 2013 ("the Act").

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits Specified in the Act. The Members are requested to consider the revision in remuneration of Mr. Raghavendra Anant Mody, Chairman & Whole-time Director of the Company.

Statement pursuant to the provisions of Section-II of Part – II of Schedule-V to the Act is annexed herewith.

A copy of the draft letter proposed to be issued to Mr. Raghavendra Anant Mody is open for inspection at the Registered Office of the Company on all working days except Saturday during business hours from 11.00 A.M. to 1.00 P.M

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Mr. Raghavendra Anant Mody is concerned or interested, financially or otherwise, in the resolution at Item no. 1 of the Notice.

The Board of Directors commends the resolution for approval of Shareholders by way of special Resolution as set out in item no.1.

Item No. 2 :

Mrs. Sanchita Mody has been associated with the company for long and is involved in the strategic affairs & corporate planning of the Company and developed good understanding of the various verticals of Company's business. Mrs. Mody has set many processes in place and made the systems impeccable in the growth of the Company. The Company pays remuneration to Mrs. Sanchita Mody as Advisor – Corporate Planning within the limits as approved by the shareholders in their fifty seventh Annual General Meeting.

Keeping in view the contributions made and her suitability and to further provide stimulus to her efforts in the best interests of the Company, The Board of Directors, on the recommendation of Nomination and Remuneration Committee proposes to increase her remuneration upto Rs. 90.00 Lakhs (Rupees Ninety Lakhs Only) per annum. Further, the Board proposes an

increase in her remuneration at a rate of ten percent calculated on last salary drawn every year after the approval of the Managing Director of the Company in accordance with the company's Human resource policy.

Mrs. Sanchita Mody, being mother of Mr. Raghavendra Anant Mody, Director is a related party under the Companies Act, 2013.

The provision of Section 188 of the Companies Act, 2013 read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 requires shareholder's approval for payment of remuneration to a related party exceeding Rs. 2.50 Lakhs p.a. The increase in the remuneration is as per the remuneration policy for senior management personnel and practices of the company.

The Board of Directors is of the opinion that the proposed transaction put up for approval is in ordinary course of business and at arm's length.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Mr. Raghavendra Anant Mody is concerned or interested, financially or otherwise, in the resolution at Item no. 2 of the Notice.

The Board of Directors commends the resolution for approval of Shareholders by way of special Resolution as set out in item no. 2.

Item No. 3:

Mr. Sadhu Ram Bansal (DIN: 06471984) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to August 12, 2021 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation, has recommended re-appointment of Mr. Sadhu Ram Bansal as an Independent Director for a second term of 3 (three) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Sadhu Ram Bansal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Sadhu Ram Bansal as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company.

Mr. Sadhu Ram Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Sadhu Ram Bansal that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Sadhu Ram Bansal fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sadhu Ram Bansal is independent of the management.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof as may be decided by the Board, reimbursement of expenses for participating in the Board and other Committee(s) meetings.

A copy of draft letter of appointment of Mr. Sadhu Ram Bansal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company on all working days except Saturday during business hours from 11.00 A.M. to 1.00 P.M.

Mr. Sadhu Ram Bansal is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Mr. Sadhu Ram Bansal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

The required details as per the Secretarial Standards ("SS-2") and Regulations 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided at Annexure A to this notice.

**By Order of the Board
For Hindusthan Urban Infrastructure Limited**

Sd/-

M.L. Birmiwala

President- Finance & Secretary

FCS No. 1037

Date: June 29, 2021

Place: New Delhi

Statement pursuant to the provisions of Section-II of Part – II of Schedule-V to the Companies Act, 2013.

I. General Information

1.	Nature of Industry	:	Manufacture of Electrical Equipments																				
2.	Year of commencement of commercial production	:	1960																				
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	:	N.A.																				
4.	Financial performance based on given indicators.		<table border="1"> <thead> <tr> <th>Financial Parameters</th> <th>2020-21 (Rs. In Lakhs) (Audited)</th> <th>2019-20 (Rs. In Lakhs) (Audited)</th> </tr> </thead> <tbody> <tr> <td>Sales</td> <td>34,620.81</td> <td>46,087.06</td> </tr> <tr> <td>Profit/(Loss) before depreciation</td> <td>1,794.69</td> <td>2,422.00</td> </tr> <tr> <td>Depreciation</td> <td>1,410.52</td> <td>1,473.50</td> </tr> <tr> <td>Profit/(Loss) after depreciation, but before provision for tax & exceptional item</td> <td>384.17</td> <td>948.50</td> </tr> <tr> <td>Net Profit/(Loss)</td> <td>258.81</td> <td>555.60</td> </tr> </tbody> </table>			Financial Parameters	2020-21 (Rs. In Lakhs) (Audited)	2019-20 (Rs. In Lakhs) (Audited)	Sales	34,620.81	46,087.06	Profit/(Loss) before depreciation	1,794.69	2,422.00	Depreciation	1,410.52	1,473.50	Profit/(Loss) after depreciation, but before provision for tax & exceptional item	384.17	948.50	Net Profit/(Loss)	258.81	555.60
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II. Information about appointee

S. No.	Particulars	Mr. Raghavendra Anant Mody
1.	Background details	<p>Mr. Raghavendra Anant Mody is a next generation leader & entrepreneur bringing fresh vision. Mr. Raghavendra Anant Mody believes and contributes in building an organisation with strong human capital having a startup culture through communication, openness & transparency. Mr. Raghavendra Anant Mody emphasises on the responsibility to stakeholders well being & strictly adhering to the core values & value system in the company. Mr. Raghavendra Anant Mody leads change by building strong systems & processes.</p> <p>Mr. Raghavendra Anant Mody passionate about research & education, thorough understanding of core finance & risk and an interest in marketing - the third generation of the promoter's family through strategic management is bound to grow the company in a stable way.</p>
2.	Past remuneration	Rs. 1.21 Crore per annum
3.	Recognition or awards	None
4.	Job profile and his suitability	Responsible for overall business management and operations of the Company.
5.	Remuneration proposed	The proposed remuneration would comprise of monthly basic salary, allowances, perquisites more particularly mentioned in the item no. 1 of this notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration of Mr. Raghavendra Anant Mody is fully justifiable and comparable to that prevailing remuneration being paid in the industry, keeping in view his profile, enriched knowledge and experience besides position of the appointee.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No relation with any director or KMP of the Company.

III. Other Information

1.	Reasons of loss or inadequate profits.	:	Low order booking position of conductor and unpredicted increase in price of Aluminum for conductor divisions and under recovery in kiln in case of Insulator Division.
2.	Steps taken or proposed to be taken for improvement	:	Improve the recovery from Kiln, reduction of manufacturing cost by reducing of overhead cost.
3.	Expected increase in productivity and profits in measurable terms.	:	Depends upon the allocation of funds by Central Govt. to the power sector, hence cannot be assessed.

DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.

Name of the Director	Sadhu Ram Bansal
Director Identification Number	06471984
Original date of Appointment	13.08.2018
Qualification	Qualified CAIIB (Associate of Indian Institute of Bankers)
Experience including Expertise in specific functional areas / Brief Resume	Mr. Sadhu ram Bansal carries rich experience over 37 years in banking industry and retired as CMD of Corporation bank.
Terms and Conditions of Appointment / Re-appointment	Approval of Members has been sought for his re-appointment as Independent Director for second term of three years effective from August 13, 2021. For more details, please refer Explanatory Statement
Remuneration sought to be paid	Sitting fee
Relationship with other Directors and Key Managerial Personnel	Not Applicable
Directorship in other Companies	<ul style="list-style-type: none"> • KEI Industries Limited • FIITJEE Limited • Hindusthan Speciality Chemicals Limited
Chairman/Member in the Committees of the Boards of other Listed companies	<u>KEI Industries Limited</u> <ul style="list-style-type: none"> • Member – Audit Committee
Chairman/Member in the Committees of the Boards of other Listed companies	None
No. of shares held in the Company	Nil
Number of meetings of the Board attended during the year	6