

ECOBOARD INDUSTRIES LIMITED

30TH ANNUAL REPORT 2020-2021

REGISTERED OFFICE: 65/1A, Ecohouse, Akarshak Building Opp. Nal Stop, Karve Road Pune MH 411004

CIN: L24239MH1991PLC064087

Email: cs.ecoboard@gmail.com

Tel: (020) 25432345

Website: www.ecoboard.in

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting (AGM) of the Members of 'Ecoboard Industries Limited' will be held on **Friday, 03rd September, 2021** at **11.00 a.m.** IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial statements of the Company for the Financial Year ended 31st March, 2021 including the audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto; and

2. DESIGNATE MR. RAMAKRISHNA RAJU GOTTUMUKKALA (DIN: 01516984), MANAGING DIRECTOR OF THE COMPANY AS CHIEF EXECUTIVE OFFICER (C.E.O.) OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 as amended from time to time and Article 62 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to designate Mr. Ramakrishna Raju Gottumukkala (DIN: 01516984), Managing Director of the Company as a Chief Executive Officer (CEO) of the Company for the period of Five years from 10th August, 2021, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment), with liberty to the Board of Directors ("the Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed upon between Mr. Ramakrishna Raju Gottumukkala and the board.

RESOLVED FURTHER THAT the Board of Directors of the company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to take all such steps as may be necessary, proper, and expedient to give effect to this resolution."

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. P. V. V. RAMA RAJU (DIN – 07464714) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS, IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

Therefore, respected shareholders are requested 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 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Article of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-designation/re-appointment of Mr. P. V. V. Rama Raju (DIN – 07464714), as an Independent Director of the Company, whose period of office is liable to expire on 13th November, 2020, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, for a period of five consecutive years with effect from 14th November, 2020, to 14th November, 2025 and the term shall not be liable to retire by rotation.”

4. TO RE-CLASSIFY THE STATUS OF CERTAIN PERSON/ENTITIES OF PROMOTER & PROMOTER GROUP

In this regard, to consider and if thought fits, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable laws and the rules made there under and subject to necessary approvals from Securities and Exchange Board of India (SEBI), the Stock Exchanges and other appropriate statutory authorities as may be required, the consent of Members of the Company be and is hereby accorded to reclassify the status of person/entities (“Outgoing Promoters”) as named in Annexure I (as enclosed), and all the individuals and entities identified as Promoter group due to relation with the Outgoing Individual Promoter in accordance with Regulation 2(1)(zb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if any, from ‘Promoter & Promoter Category’ to ‘Public Category’ in the shareholding of the Company.

RESOLVED FURTHER THAT, the status of the following person/entities forming part of the ‘Promoter & Promoter Category’ of the Company and from whom the Company has

received the request for reclassification be and are hereby re-classified from 'Promoter & Promoter Category' to 'Public Category' of the Company:

| S. No. | Name of Outgoing Promoters & Promoter Group Individuals and Entities |
|---------------|---|
| 1. | Satyavathi Vegesna |
| 2. | Subba Raju Vegesna |
| 3. | P Satyanarayana Raju |
| 4. | Prithvi Raju Venkata P |
| 5. | Lalita Rajeshwari P |
| 6. | P Anuradha |
| 7. | Srinivas Raju P |
| 8. | P Srinivas Raju (HUF) |
| 9. | Vegesna Subba Raju (HUF) |

RESOLVED FURTHER THAT the above 'Outgoing Promoters & promoter group Individual and entities' and the person acting in concert with them shall not hold more than ten percent of the paid-up equity share capital of the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company.

RESOLVED FURTHER THAT on approval of the SEBI/stock exchange for the said reclassification of the above mentioned applicant, the Company shall effect such reclassification in the statement of shareholding pattern from immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

RESOLVED FURTHER THAT Mr. Praveen Kumar Raju Gottumukkala, Executive Director and Chief Financial officer of the Company be and is hereby authorized, on behalf of the Company, to submit the application for re-classification to the Stock exchange, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all acts, deeds, matters and things as may be necessary, or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the members of the Company or of the Board."

5. TO INCREASE THE OVERALL MANAGERIAL REMUNERATION

In this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration

Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year from 11% (eleven per cent) to 25% (Twenty-Five per cent) 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 is hereby authorised to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

6. TO APPROVE UPWARD REVISION IN THE REMUNERATION OF MR. RAMAKRISHNA RAJU GOTTUMUKKALA , (DIN: 01516984) MANAGING DIRECTOR OF THE COMPANY

In this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, and rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V, of the Companies Act, 2013 and Article 63 of the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the shareholders of the Company be and is hereby accorded for upward revision of remuneration of Mr. Ramakrishna Raju Gottumukkala (DIN: 01516984), Managing Director of the Company by way of increase in performance based Commission, effective from 01st April, 2022 till remainder of duration of his tenure upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his service), provided that the maximum remuneration payable to him for the financial year 2021-22 shall not exceed 25% of the Net Profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT all the existing terms and conditions of his appointment existing presently shall remain in force except the performance based commission which is revised and shall be payable as under:

Commission: Performance based commission shall be payable to Mr. Ramakrishna Raju Gottumukkala (DIN: 01516984), Managing Director of the Company depending upon the availability of Net Profits and that the said performance based commission may be paid to him on monthly/quarterly/six monthly/yearly basis provided however that the overall managerial remuneration including performance based commission paid to him for financial year 2021-22 shall not exceed 25% of the net profits computed under Section 198 of the Companies Act, 2013 and the net profits of the Company shall be computed based upon the audited annual financial statements for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to alter, vary and modify the aforesaid managerial remuneration for the period

stated above including salary, perquisites and commission payable to Mr. Ramakrishna Raju Gottumukkala in such manner as may be agreed to between the board and Mr. Ramakrishna Raju Gottumukkala within the maximum limits of 25% of the net profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT if in the financial year 2021-22 the company has no profits or its profits are inadequate the managerial remuneration consisting of Salary, perquisites, amenities and performance based commission shall be payable to Mr. Ramakrishna Raju Gottumukkala, (DIN: 01516984), Managing Director of the Company in accordance with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all such steps and do all other acts, deeds and things as may be necessary, proper, and expedient to give effect to this resolution.”

7. TO APPROVE UPWARD REVISION IN THE REMUNERATION OF MR. PRAVEEN KUMAR RAJU GOTTUMUKKALA , (DIN: 05180152) AS WHOLE TIME DIRECTOR (DESIGNATED AS “EXECUTIVE DIRECTOR” AND “CHIEF FINANCIAL OFFICER”) OF THE COMPANY

In this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors and pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and Article 63 of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to revise the terms of remuneration payable to Mr. Praveen Kumar Raju Gottumukkala (DIN: 05180152), as a Whole Time Director (Designated as “Executive Director”) of the Company as follows:

Remuneration:

- a) **Salary:** Rs. 1,90,000/- (Rupees One Lakhs Ninety Thousand only) per month in the scale of 1,90,000-15000-246000. Salary can be paid as Basis Salary and through various allowances, which is a basket of various allowances/reimbursements, like leave Travel Allowances, Commutation Allowances, House Rent Allowances and Company leased Car & Accommodation, etc. which one can plan as per the Company policy. The Fixed Salary may include one-time payouts, if any, as well as Contribution to Provident Fund, Pension fund and Superannuation as per Company policy and Gratuity in accordance with the provisions of Payment of Gratuity Act. For the purpose of Gratuity, Provident fund, Pension Fund, Superannuation and other like benefits, if any, the service of Mr. Praveen Kumar Raju Gottumukkala will be considered as continuous service from the date of his joining the Company.

- b) **Commission:** Commission at the rate of 0.50% of the incremental consolidated net profits of the Company for the full year payable on an annual Basis as may be determined by the board Governance, Nomination and Compensation Committee.

Other Perquisites and Benefits:

- a) Furniture & Equipment Program: As per Company policy
- b) Corporation Club Fees: Fees of 2 identified clubs.
 - c) Personal Accident Insurance, Group Life Insurance: Personal accident cover and group life insurance cover as per Company Policy.
 - d) Medical: Reimbursement of self, spouse and dependent children up to maximum of one month's basic pay as per the Company policy. In addition, he will be entitled to medical insurance and annual health check-up as per Company Policy.
 - e) Leave with full pay and allowance: Leave with full pay and allowance as per company policy.
 - f) Reimbursement of Travel, stay and entertainment expenses actually and properly incurred in the course of business as per the Company's policy.
 - g) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Executive Director, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances as specified under Section II of Schedule V of the Companies Act, 2013.
 - h) Sitting Fees: The Executive Director shall not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company or any Committees thereof.

RESOLVED FURTHER THAT the overall managerial remuneration payable to him for financial year 2021-22 shall not exceed 25% of the net profits computed under Section 198 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the net profits of the Company shall be computed based upon the audited annual financial statements for the financial year 2021-22.

RESOLVED FURTHER THAT apart from the aforesaid revision in remuneration, all the existing terms and conditions of his appointment existing presently shall remain in force and continue to be effective

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to alter, vary and modify the aforesaid managerial remuneration for the period stated above including salary, perquisites and commission payable to Mr. Praveen Kumar Raju Gottumukkala in such manner as may be agreed to between the board and Mr. Praveen Kumar Raju Gottumukkala within the maximum limits of 25% of the net profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT if in the financial year 2021-22 the company has no profits or its profits are inadequate the managerial remuneration consisting of Salary, perquisites,

amenities and performance based commission shall be payable to Mr. Praveen Kumar Raju Gottumukkala (DIN: 05180152), Whole Time Director of the Company in accordance with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all such steps and do all other acts, deeds and things as may be necessary, proper, and expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

Mr. Ramakrishna Raju Gottumukkala
Chairman & Managing Director
DIN: 01516984

Place: Pune

Date:

10th

August,

2021

NOTES:

- 1) In view of the continuing Covid-19 pandemic and the need for ensuring social distancing, the Government of India, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20/2020 dated 05th May, 2020 read with Circular No. 14 dated 08th April, 2020 and Circular No. 17 dated 13th April, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. Also MCA issued General Circular No. 02/2021 dated 13th January, 2021 in respect of Extension of Holding of AGM through Video Conferencing prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
- 2) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 3) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to cs.sameersiddheshwar@gmail.com with copies marked to the Company at cs.ecoboard@gmail.com and to its RTA at pune@linkintime.co.in.
- 4) In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of Members of the Company will be entitled to vote at the AGM.
- 5) In line with the MCA circulars, the notice calling the AGM has been uploaded on the website of the company at www.ecoboard.in.
- 6) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12th May, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-21 will also be available on the Company’s website at www.ecoboard.in along with the updation, if any; websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 7) The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the

procedure mentioned in the Notice and will be available to the Members on first come first serve basis.

- 8) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 9) Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as per MCA Circulars, the Company is offering “remote e-voting facility” 3 days prior to the AGM and “e-voting facility” during the AGM to its members (holding shares in physical or electronic form) in respect of all businesses to be transacted at the AGM.
- 10) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of item nos. 2 & 3 is annexed hereto.
- 11) All the documents referred to in the Notice calling the AGM and Explanatory Statement is available with the company for inspection by the Members. The same will be shared with the members on receipt of request.
- 12) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e., August 27, 2021), shall be entitled to cast their vote through VC/OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- 13) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- 14) Instructions for joining the Annual General Meeting through VC/OAVM and e-voting during the AGM are as follows:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**

B. PAN: Enter your **10-digit Permanent Account Number (PAN)** (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click **“Go to Meeting”** (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure)for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

2. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
4. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
5. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
6. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting **“Cast your vote”**
2. Enter your **16 digit Demat Account No. / Folio No.** and OTP (received on the registered mobile number/ registered email Id) received during registration for **InstaMEET** and click on **'Submit'**.
3. After successful login, you will see **“Resolution Description”** and against the same the option **“Favour/ Against”** for voting.

4. Cast your vote by selecting appropriate option i.e. **“Favour/Against”** as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under **‘Favour/Against’**.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on **“Save”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“Confirm”**, else to change your vote, click on **“Back”** and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.


InstaMeet Support Desk
Link Intime India Private Limited

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMeet


For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMeet, shareholders/ members who are registered as speakers for the event are requested to download and install the WebEx application in advance by following the instructions as under:

- a) Please download and install the WebEx application by clicking on the link <https://www.webex.com/downloads.html/>

The image shows two screenshots from the Webex website. The top screenshot displays the 'Downloads' page with two main sections: 'Webex Meetings' and 'Webex Teams'. The 'Webex Meetings' section includes a 'Download for Windows' button, which is highlighted with a black arrow. The 'Webex Teams' section also has a 'Download for Windows' button. Below these sections are mobile app download options for 'GET IT ON' and 'Download on the App Store'. The bottom screenshot shows a three-step installation guide for Webex Meetings. Step 1: 'Double-click the webexapp.msi file you downloaded'. Step 2: 'The Webex Meetings setup wizard will launch. Follow the instructions to set up.' Step 3: 'Once installed the app will launch automatically.' Below the steps, there is a note: 'To open the app double-click the Webex Meetings icon on your desktop.' At the bottom of this screenshot, a Windows file explorer dialog box is open, asking 'What do you want to do with webexapp.msi (88.1 MB)? From: akamaicdn.webex.com'. The 'Run' button is highlighted with a black arrow.


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Step 1
Double-click the
webexapp.msi file
downloaded

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings


The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.




Step 3
Once installed
app will launch
automatically.

To open the app double-click the Webex Meetings icon on your


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Step 1
Double-click the
webexapp.msi file
downloaded

Cisco Webex Meetings - InstallShield Wizard


License Agreement

Please read the following license agreement carefully.


CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD)

IMPORTANT NOTICE-PLEASE READ PRIOR TO USING THIS SOFTWARE: This license agreement ("License Agreement") is a legal agreement between you (either an individual or an entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. **IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON**


I accept the terms in the license agreement
 I do not accept the terms in the license agreement



Step 3
Once installed
app will launch
automatically.


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Step 1
Double-click the
webexapp.msi file
downloaded


Cisco Webex Meetings - InstallShield Wizard

Ready to Install the Program

The wizard is ready to begin installation.

Click Install to begin the installation.

If you want to review or change any of your installation settings, click Back. Click Cancel to exit the wizard.



Step 3
Once installed
app will launch
automatically.

Or

b) If you do not want to download and install the WebEx application, you may join the meeting by following the process mentioned as under:

| | |
|---------------|---|
| Step 1 | Enter your First Name, Last Name and Email ID and click on Join Now. |
| 1 (A) | If you have already installed the WebEx application on your device, join the meeting by clicking on Join Now |
| 1 (B) | If WebEx application is not installed, a new page will appear giving you an option to either Add WebEx to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now |

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

| <u>Type of shareholders</u> | <u>Login Method</u> |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. |

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| | <ul style="list-style-type: none"> • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp • 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p> | <ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected |

| | |
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| | to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME. | <p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <p>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p> |

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and

register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members are having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
 -

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders | Members facing any technical issue in login can contact CDSL |

| | |
|--|---|
| holding securities in demat mode with CDSL | helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43. |
|--|---|

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

**InstaVote Support Desk
Link Intime India Private Limited**

The results, along with the Scrutinizers' Report, will be placed on the website www.ecobord.in immediately after the results are declared by the chairman or any other person authorized by the chairman of the meeting, and the same shall be communicated to the stock exchanges.

Any person, who becomes the Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e., Friday, 27th August, 2021, may obtain the login ID and password by sending a request to the Company or its Registrar and share transfer Agent, M/s Link Intime India Pvt. Limited, Block No. 202, 2nd Floor Akshay complex, Off Dhole Patil Raod, Pune- 411001, Tel: 202-26100684, 020- 2616503; Email: pune@linkintime.co.in

By Order of the Board of Directors

Sd/-

Mr. Ramakrishna Raju Gottumukkala
Chairman & Managing Director
DIN: 01516984

Place: Pune

Date: 10th August, 2021

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

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out the material facts relating to the business mentioned under Item No. 02 - 4 of the accompanying Notice:

Item No. 02

In accordance with Section 203 of the Companies Act, 2013 a Chief Executive Officer (C.E.O.) is considered as Key managerial Personnel and every listed company requires appointing a Chief Executive Officer (C.E.O.). In line with the requirement of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Board of Directors of the Company (“the Board”) has propose to designate Mr. Ramakrishna Raju Gottumukkala (DIN: 01516984), Managing Director of the Company as CEO of the Company for a period of five year effective from 10th August, 2021, subject to approval of the Members.

Mr. Ramakrishna Raju Gottumukkala has over 36 years of experience in the field of administration of business affairs and strategic decisions. He introduced the “CSTR technology” for treating industrial waste, which is adopted by all sugar industries as proven technology. He also actively involved in Eco Energy division to design and implement customized solutions for treating waste in generating energy and power. In Particle Board division, he was instrumental in implementation of world’s largest engineered panel unit facility at Velapur factory. He is also an active member of various social institutions and having good relationship with all sugar factories.

The company has already taken the approval from board in its Board Meeting dated Tuesday, 10th August, 2021 for the appointment of Mr. Ramakrishna Raju Gottumukkala (DIN: 01516984) as CEO of the Company, based on the recommendations of the Nomination and Remuneration Committee.

The principal terms and conditions of Mr. Ramakrishna Raju Gottumukkala appointment as CEO (hereinafter referred to as “Mr. Ramakrishna Raju Gottumukkala” or the “CEO & Managing Director”) are as follows:

1. Term and Termination:

1.1 Five years effective from 10th August, 2021 to 10th August, 2026.

1.2 The Agreement may be terminated earlier, without any cause, by Mr. Ramakrishna Raju Gottumukkala or the Company by giving 3 Months Notice of such termination to the other party or the company paying 3 Months remuneration which shall be limited to provision of Salary, Benefits, perquisites, Allowances and any prorated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.

2. Duties and Powers:

2.1 The CEO & Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the CEO & Managing Director from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

2.2 The CEO & Managing Director shall not exceed the powers so delegated by the Board pursuant to clause 2.1 above.

2.3 The CEO & Managing Director undertake to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the company and to conform to and to comply with the policies and regulations of the company and all such orders and directions as may be given to him from time to time by the board.

2.4 The CEO & Managing Director shall undertake his duties from such location as may be directed by the board.

3. Remuneration:

3.1 So long as the CEO & Managing Director performs his duties and conforms to the terms and conditions contained in his agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force:

A) Basic Salary: INR 2,00,000/- per month in the scale of 2,00,000-15,000-2,58,000, with the authority of the board to fix his salary within the maximum amount as prescribed from time to time. The annual increment which will be effective from 1st April each year will be merit based and take into account the company's performance as well.

B) Benefits, Perquisites, and Allowances: In addition to the Basic Salary referred to in (A) above, the CEO & Managing Director shall be entitled to:

a) Rent-free residential accommodation (furnished or otherwise), the company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowance aggregating 85% of the basic salary (in case residential accommodation is not provided by the company)

b) Hospitalization, transport, Telecommunication and other facilities:

i. Hospitalization and major medical expenses for self, spouse and dependent (minor) children;

ii. Car, with driver provided, maintained by the company for official and personal use. If this is not availed, Mr. Ramakrishna Raju Gottumukkala will be paid a monthly allowance of INR 40,000/- per month to cover the cost of vehicle, fuel, maintenance and driver. This amount will be fully taxable in his hands.

iii. Telecommunication facilities including broadband, internet and mobile.

iv. Housing Loan as per the Rules of the Company.

c) Other perquisites and allowances given below subject to a maximum of 50% of the basic salary, comprising the following:

(i) Allowance 30% (ii) Leave Travel Concession/Allowance 7.5% (iii) Medical Allowance 7.5% [Total 45%] (iv) Personal Accident Insurance @ actual subject (v) Club Membership fees of 2 clubs [to a cup of 5%]

d) Contribution to provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company. In case there is no contribution to a superannuation Fund, the same would be payable as an allowance as per the Rules of the Company.

e) The CEO & Managing Director shall be entitled to leave in accordance with the Rules of the Company. Annual Leave earned but not availed by the CEO & Managing Director is encashable in accordance with the Rules of the Company.

C) Commission: In addition to Salary, Benefits, Perquisites and Allowances payable, the CEO & Managing Directors would be paid such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the board of the company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the CEO & Managing Director will be based on his performance as evaluated by the Board or the Nomination and Remunerated Committee and approved by the Board and will payable annually after the annual accounts have been adopted by the Board.

D) Incentive Remuneration: Such incentive remuneration not exceeding 200% of salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

4. The term and conditions of the appointment of the CEO & Managing Director and/or the Agreement may be altered and varied from time to time by the board as

it may, in its discretion deem fit, irrespective of the limits stipulated under schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the board and the CEO & Managing Director, subject to such approvals as may be required.

5. The CEO & Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
6. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the company shall also be applicable to the CEO & Managing Director, unless specifically provided otherwise.
7. The employment of the CEO & Managing Director may be terminated by the company without notice or payment in lieu of notice:
 - a) If the CEO & Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the company or any subsidiary or associated company to which he is required by the Agreement to render services; or
 - b) In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the CEO & Managing Director of any of the stipulations contained in the Agreement; or
 - c) In the event the Board expresses its loss of confidence in the CEO & Managing Director.
8. In the event of CEO & Managing is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
9. Upon the termination by whatever means of his employment under the Agreement:
 - a) The CEO & Managing Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trust connected with the company;
 - b) The CEO & Managing Director shall not without the consent of the company at any time thereafter represent himself as connected with the company or any of its subsidiaries and associated companies
10. If and when the agreement expires or is terminated for any reason whatsoever, Mr. Ramakrishna Raju Gottumukkala will cease to be the CEO & Managing Director and also will cease to be a Director of the Company. If at any time, the CEO & Managing Director ceases to be a Director of the company for any reason whatsoever, he shall cease to be the CEO & Managing Director and the Agreement shall forthwith terminate. If at any time, the CEO & Managing Director ceases to be in the

employment of the company for any reason whatsoever, he shall cease to be a Director and CEO & Managing Director of the company.

11. The terms and conditions of the appointment of the CEO & Managing Director also include clauses pertaining to adherence with the company's Code of conduct, Intellectual Property, maintenance of confidentiality, non-competition and non-solicitation.

In Compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

Mr. Ramakrishna Raju Gottumukkala has already holding a position of Managing Director and Chairman in the Company. In addition, the company feels the need to have a person in board to perform the duties as a CEO to comply with policies, rules and regulations of Company and laws as applicable to the Company.

Except Mr. Ramakrishna Raju Gottumukkala being appointee and his relative Mr. Praveen Kumar Raju Gottumukkala and Mrs. Sujani V. Indukuri, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 2. The Board of Directors recommends the resolution at Item No. 2 for approval of the Members.

The Board is of the view that the appointment of Mr. Ramakrishna Raju Gottumukkala as a CEO & Managing Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience and, accordingly. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Chief Executive Officer (CEO).

Item No. 03

The Board had, based on the recommendations of the Nomination and Remuneration Committee and the report of performance evaluation of Mr. P. V. V. Rama Raju (Present Independent Director) as done by the Board of Directors in its Board meeting held on 13th November, 2020, has formed an opinion that, the Independent Director proposed to be re-appointed fulfils the conditions specified in the Act and the rules made there under and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. The Board is of the opinion to continue his tenure as an Independent Director for the next five years from 14th November, 2020.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Independent Director. Based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, Mr. P. V. V. Rama Raju has to be re-appointed as an Independent Director of the Company for a period of 5 years commencing from 14th November, 2020, to 14th November, 2025.

The company has already taken the approval from board in its Board Meeting dated Friday, 13th November, 2020 for re-appointment of Mr. P. V. V. Rama Raju (DIN – 07464714).

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

Brief resume of Mr. P. V. V. Rama Raju is attached and forms part of this Notice.

Except Mr. P. V. V. Rama Raju, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution.

DETAILED PROFILE OF THE DIRECTORS SEEKING APPOINTMENT IS AS UNDER:

| | |
|---|---|
| Name of Director | Mr. P. V. V. Rama Raju |
| Age | 61 |
| Director identification number (DIN) | 07464714 |
| Qualification | B.Com, LLB, LLM, PG, CA-IIB. |
| Date of Re-appointment/ Appointment | 13 th November, 2020 |
| Date of first appointment on the Board | 14 th November, 2015 |
| Category | Non-Executive Independent Director |
| Experience and Expertise in specific functional Area | He was into the Banking and Finance industry in Kabul, Afghanistan from 2006-2020. Presently he is a CFO of Annapurna Broadcasting Pvt. Ltd starting from March 2017. |
| Relationship with other Directors and KMP of the Company | None |
| Equity Shareholding of Directors as on March 2020 | Nil |
| Directorships held in other Companies | Nil |
| Memberships / Chairmanship of Committees of other Limited Companies | Nil |
| No of Meetings of Board attended during the FY 2020-21. | 9 (Nine) |

Item No. 04

The Company is required to identify the individuals and entities forming part of its Promoter & Promoter Group Category' and 'Public Category' and disclose them under various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws as in force. Regulation 31A of the Listing Regulations empowers the Stock Exchange to allow re-classification or modification

of the **existing status** of individuals or entities from '**Promoter & Promoter Group Category**' to '**Public Category**' or *vice-versa*, only subject to the fulfillment of the conditions as provided therein. The Company has received the request letters from the Promoter and all individuals and entities belonging to the existing Promoter Group' of the Company due to relation with the outgoing individual promoter, in accordance with Regulation 2 (1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter individually jointly referred to as the 'Outgoing Entities') to re-classify their status from "**Promoter and Promoter Group Category**" to "**Public Category**" of the Company in terms of Regulation 31A of the Listing Regulations.

The Board considers that the matter. Accordingly, the Board recommends the Special Resolution set out at Item No. 4 for approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 05

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since 12th September, 2018, total managerial remuneration payable by the Company to its directors, including managing directors and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary/Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 10th August, 2021 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year from 11% to 25% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 for approval of members.

Except Mr. Ramakrishna Raju Gottumukkala, (DIN: 01516984) Managing Director of the Company and Mr. Praveen Kumar Raju Gottumukkala (DIN: 05180152) Whole Time Director of the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution.

Item No. 06

Mr. Ramakrishna Raju Gottumukkala was re-appointed as Managing Director of the Company for period of 5 years commencing from 01st October, 2019 to 30th September,

2024 by the Board of Directors in its Meeting held on 14th November, 2019 And his appointment was approved by the shareholders of the Company in their 28th Annual General Meeting held on Friday, 27th September, 2019. Mr. Ramakrishna Raju Gottumukkala was also designated as a Chief Executive Officer (CEO) in the Board Meeting held on 10th August, 2021

Considering the overall growth of the Company, under the dynamic leadership of Mr. Ramakrishna Raju Gottumukkala, (DIN: 01516984) Managing Director of the Company and recommendation of Nomination and remuneration Committee, the Board of Director of the Company in its Meeting held on 10th August, 2021 has approved the upward revision of Managerial Remuneration of Mr. Ramakrishna Raju Gottumukkala, (DIN: 01516984) as a Managing Director & Chief Executive Officer (CEO) of the Company, effective from 01st April, 2022 till remainder of duration of his tenure, upto 25% of the Net Profit of the Company calculated in accordance with Section 198 of the Companies Act, 2013, subject to the approval of the Shareholders of the Company by way of Special resolution.

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 the aforementioned upward revision of remuneration of Mr. Ramakrishna Raju Gottumukkala, exceeding 10% of the Net Profits of the Company is subject to the approval of shareholders of the Company in General Meeting and therefore, the shareholders of the Company are required to approve the aforementioned upward revision of managerial Remuneration of Mr. Ramakrishna Raju Gottumukkala, (DIN: 01516984) Managing Director of the Company by passing a Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 6 for approval of members.

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

Except Mr. Ramakrishna Raju Gottumukkala, (DIN: 01516984) Managing Director of the Company none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution.

Item No. 07

Mr. Praveen Kumar Raju Gottumukkala was re-appointed as Whole Time Director, liable to retire by rotation, for a further period of Five (5) years with effect from 01st April, 2020 upto 31st March, 2025 by the Board of Directors in its Meeting held on 25th August, 2020 and his appointment was approved by the shareholders of the Company in their 29th Annual General Meeting held on Saturday, 26th September, 2020 at 11.00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Mr. Praveen Kumar Raju Gottumukkala was also designated as a Chief Financial Officer (CFO) in the same meeting

Considering the overall growth of the Company, under the dynamic leadership of Mr. Praveen Kumar Raju Gottumukkala as Whole Time Director, Executive Director and Chief

Financial Officer (CFO) and recommendation of Nomination and remuneration Committee, the Board of Director of the Company in its Meeting held on 10th August, 2021 has approved the upward revision of Managerial Remuneration of Mr. Praveen Kumar Raju Gottumukkala, effective from 01st April, 2022 till remainder of duration of his tenure, upto 25% of the Net Profit of the Company calculated in accordance with Section 198 of the Companies Act, 2013, subject to the approval of the Shareholders of the Company by way of Special resolution.

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 the aforementioned upward revision of remuneration of Mr. Praveen Kumar Raju Gottumukkala exceeding 10% of the Net Profits of the Company is subject to the approval of shareholders of the Company in General Meeting and therefore, the shareholders of the Company are required to approve the aforementioned upward revision of managerial Remuneration of Mr. Praveen Kumar Raju Gottumukkala, Whole Time Director of the Company by passing a Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 7 for approval of members.

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

Except Mr. Praveen Kumar Raju Gottumukkala (DIN: 05180152) Whole Time Director of the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

I. GENERAL INFORMATION

1. Nature of the Industry: The Company is expanding the business and project portfolio has increased substantially, as a result Company is changing the name of division from "Particle Board" to "Eco build" and "Bio gas" to "Eco Energy".
2. Date or expected date of commercial production: Not Applicable
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 as per published audited financial results for the year ended 31st March, 2021:

| Particulars | Rs. In Lakhs |
|---|--------------|
| Total Income | 1,648.01 |
| Total expenditure | (1,969.73) |
| Net Profit/(Loss) before tax and Exceptional Income | (321.72) |
| Exceptional Income | 1447.35 |
| Net Profit/(Loss) after tax | 1,125.63 |

5. Foreign investments or collaborators, if any – NIL

II. OTHER INFORMATION

1. Reasons of loss or inadequate profits.

The profitability of the Company is affected due to increase in competition in the market.

2. Steps taken or proposed to be taken for improvement.

The Company has stepped up its marketing initiative to attract new clients and to ensure that the existing customers are retained.

3. Expected increase in productivity and profits in measurable terms

While the Company's performance is expected to improve in future years on the back of new marketing initiatives launched, the future profitability cannot be predicted accurately.

IMPORTANT COMMUNICATION TO MEMBERS

Pursuant to the provisions of the Companies Act, 2013, the Central Government has taken "Green Initiative" by allowing companies to serve notice/ documents including Annual Reports by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. The members can also download these documents from the Company's website i.e. www.ecoboard.in. To support this "Green Initiative" in full measure, members who have not registered/ updated their email addresses so far, are requested to register/ update their e-mail addresses by sending e-mail to pune@linkintime.co.in with subject as '**E-mail for Green Initiative**' mentioning their Folio No./ Client ID. Members holding shares in Demat form may register/ update their e-mail addresses with the Depository through their concerned Depository Participant(s).

By Order of the Board of Directors

Sd/-

Mr. Ramakrishna Raju Gottumukkala
Chairman & Managing Director
DIN: 01516984

Place: Pune

Date: 10th August, 2021