



PURSUIT WITH EXCELLENCE

(As ISO : 9001-2008 Certified Company)
CIN NO. U45201PB2002PLC025257

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CEIGALL INDIA LIMITED HELD ON SATURDAY, JULY 13, 2024 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-898, TAGORE NAGAR, LUDHAINA-141001

RE-APPOINTMENT OF MR. PUNEET SINGH NARULA AS THE WHOLE-TIME DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION
(Special Resolution)

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the company and as recommended by the Nomination & Remuneration Committee, subject to consent of shareholders in the general meeting and such other permissions as may be necessary, the approval of the Board be and is hereby accorded for the re-appointment of Mr. Puneet Singh Narula as a Whole-time Director of the Company for a further period of three years, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be decided by the Board of Directors.

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

Certified True Copy

For Ceigall India Limited



Utkarsh Gupta
Company Secretary

CEIGALL INDIA LIMITED

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

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 08.07.2024 have approved reappointed Mr. Puneet Singh Narula as the Whole-Time Director of the Company for a period of 3 (Five) years w.e.f. 12st July, 2024, subject to approval of the members in General Meeting upon the terms and conditions including remuneration as approved by the Board of Directors.

Based upon the performance evaluation of the Whole-Time Director in line with attainment of major Key Result Areas (KRAs) such as Strategic Planning and Execution, Project Management, Financial Management, Stakeholder Management, Operational Excellence, Risk Management and Compliance, Leadership and Team Development, Innovation and Sustainability, the shareholders are requested to approve his reappointment.

The material terms and conditions for the reappointment of Mr. Puneet Singh Narula are as under:

1. Tenure of Re-appointment: 12th July, 2024 to 11th July, 2027

2. Remuneration:

(a) Salary: Salary of INR 8,25,000/- per month with authority to the Board (which expression shall include a committee thereof), to revise his salary from time to time, subject to approval of shareholders of the company, wherever required.

(b) Gratuity and Company's contribution to provident fund as per the rules of the Company:

(c) Perquisites & Allowances

In addition to the Salary, the Managing Director shall also be entitled to the following perquisites and allowances:

- Entitlement to use the Company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the Company;
- Entitlement to reimburse the telephone and internet charges used at his residence;
- Actual travelling expenses incurred by the Managing Director in or about the business of the company.



A handwritten signature in blue ink, appearing to be 'Puneet Singh Narula', written in a cursive style.

3. Other Terms and Conditions:

- (i) No sitting fees shall be payable to the Whole-Time Director for attending the meetings of the Board of Directors and/or any Committees thereof.
- (ii) His term of office shall be liable to retirement by rotation in accordance with provisions of Sec 152 of the Companies Act, 2013.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

Certified True Copy

For Ceigall India Limited



Utkarsh Gupta
Company Secretary