

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED IN THE MEETING OF BOARD OF DIRECTORS OF RAMDEVBABA SOLVENT PRIVATE LIMITED HELD ON 18.09.2023 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BHAIYA BUIDLING ANAZ BAZAR ITWARI NAGPUR 440002

ITEM NO 7

APPOINTMENT OF MR. NILESH SURESH MOHATA AS MANAGING DIRECTOR OF THE COMPANY

“RESOLVED THAT, pursuant to Section 2(54), 164, 196, 197 and Section 203 and any other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), (“the Act”), including the rules framed thereunder of the Companies Act, 2013 and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), subject to approval of members of the company in their meeting, Mr. Nilesh Suresh Mohata (DIN: 02374561), be and is hereby appointed as the Managing Director of the Company with effect from 01.10.2023 to 30.09.2028 as per the terms and conditions tabled before the Board of Directors of the Company and at remuneration of Rs.75,00,000/- per annum (Rs. Seventy Five Lakhs per annum), to perform various acts, deeds and functions and who shall be responsible for Managing Director with the various requirements under Applicable Laws, including under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the SEBI ICDR Regulations and the applicable rules thereunder to the extent notified and effective and the rules and regulations made thereunder and the regulations, orders, guidelines or circulars issued by the SEBI from time to time and the SEBI Listing Regulations, as applicable to the Company.

Further Terms of appointment of Mr. Nilesh Mohata as Managing Directors are as under:-

- a) Expenses:- Travelling, Food, Hotel Stay, Conveyance, Travel Insurance and Mobile Expenses shall paid as actual basis apart from the remuneration if he visits to any city of India as well as Outside India for the company's work.
- b) Performance Bonus:- Apart from Remuneration /Salary and Expenses, the specific amount as performance bonus will be payable to him based on the certain performance criteria and such other parameters as may be considered appropriate from time to time, evaluated by the Board or a committee thereof duly authorized in this behalf and will be payable annually at the discretion of the Board only.



c) Minimum Remuneration:-Where in any financial year during the tenure of Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above salary / remuneration and perquisites not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration. If managing Director does not want any remuneration / salary for any specific period then he has to give written intimation to the Board of Directors of the company with a specific reason for the same.

d) Other Benefits: - Apart from the aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

e) Other Terms:- Subject to the control, supervision and directions of the Board of Directors and subject to the provisions of the Act, the Managing Director shall have the general conduct and management of the business and affairs of the Company but not limited to the things mentioned herein.

RESOLVED FURTHER THAT, approval of the Members be and is hereby accorded for payment of remuneration mentioned above to Mr. Nilesh Suresh Mohata, notwithstanding that such remuneration may exceed 11% (Eleven percent) of net profit being the limit specified under Section 197, 198 and Schedule V of the Act calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT, the Board of Directors be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution including filing of the necessary forms with the Registrar of Companies.”

FOR RAMDEVBABA SOLVENT PRIVATE LIMITED

Ramdevbaba Solvent Pvt. Ltd.

Toman
Director

PRASHANT BHAIYA
DIRECTOR
DIN NO 02374524

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BOARD OF DIRECTORS OF RAMDEVBABA SOLVENT PRIVATE LIMITED HELD ON
18.09.2023 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BHAIYA
BUIDLING ANAZ BAZAR ITWARI NAGPUR 440002**

ITEM NO 8

**APPOINTMENT OF MR. PRASHANT KISANLAL BHAIYA AS CHAIRMAN AND
WHOLETIME DIRECTOR OF THE COMPANY**

“RESOLVED THAT –

- (i) in accordance with Sections 164, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V to the Act and subject to approval of members of the company in their meeting, **Mr. Prashant Kisanlal Bhaiya**, be and is hereby appointed as Chairman & Whole-Time Director of the company for a period of five years commencing from 01.10.2023 and ending on 30.09.2028, on the terms and conditions tabled before the Board of Directors of the Company and at remuneration of Rs. 36,00,000/- per annum (Rs. Thirty Six Lakhs per annum), draft whereof was laid on the table of the meeting and initialed by the chairman of the meeting as a mark of identification.

Further his Terms of appointment are as under:-

a) Expenses:- Travelling, Food, Hotel Stay, Conveyance, Travel Insurance and Mobile Expenses shall paid as actual basis apart from the remuneration if he visits to any city of India as well as Outside India for the company's work.

b) Performance Bonus:- Apart from Remuneration / Salary and Expenses, the specific amount as performance bonus will be payable to him based on the certain performance criteria and such other parameters as may be considered appropriate from time to time, evaluated by the Board or a committee thereof duly authorized in this behalf and will be payable annually at the discretion of the Board only.

c) Minimum Remuneration:- Where in any financial year during his tenure, the Company has made no profits or its profits are inadequate, the Company shall pay him, the above salary / remuneration and perquisites not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration. If he does not want any remuneration / salary for any specific period then he has to give written intimation to the Board of Directors of the company with a specific reason for the same.

d) Other Benefits: - Apart from the aforesaid remuneration, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.



e) Other Terms:- Subject to the control, supervision and directions of the Board of Directors and subject to the provisions of the Act, He shall have the general conduct and management of the business and affairs of the Company but not limited to the things mentioned herein.

- (ii) approval of the Members be and is hereby accorded for payment of remuneration mentioned above to Mr. Prashant Kisanlal Bhaiya, notwithstanding that such remuneration may exceed 11% (Eleven percent) of net profit being the limit specified under Section 197, 198 and Schedule V of the Act calculated in accordance with the applicable provisions of the Companies Act, 2013.

Mr. Nilesh Suresh Mohata, Director of the company, be and is hereby authorised to prepare, sign and file with the concerned Registrar of Companies with the prescribed filing fee, the following documents: (a) along with a certified copy of the foregoing resolution for registration of the resolution as required under Section 117 of the Companies Act, 2013, within thirty days of the passing of the resolution; (b) Form DIR 12 to give effect to the above resolution”

FOR RAMDEVBABA SOLVENT PRIVATE LIMITED

Ramdevbaba Solvent Pvt. Ltd.



Director

NILESH MOHATA
DIRECTOR
DIN NO 02374561

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BOARD OF DIRECTORS OF RAMDEVBABA SOLVENT PRIVATE LIMITED HELD ON
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BUIDLING ANAZ BAZAR ITWARI NAGPUR 440002**

ITEM NO 9

**APPOINTMENT OF MR. TUSHAR RAMESH MOHATA AS WHOLE TIME DIRECTOR
OF THE COMPANY**

**To consider and if though fit, to pass with or without modification(s) the following resolution as
a Ordinary Resolution:**

“RESOLVED THAT –

- (i) in accordance with Sections 164, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V to the Act and subject to approval of members of the company in their meeting, **Mr. Tushar Ramesh Mohata**, be and is hereby appointed as Whole-Time Director of the company for a period of five years commencing from 01.10.2023 and ending on 30.09.2028, on the terms and conditions tabled before the Board of Directors of the Company and at remuneration of Rs. 36,00,000/- per annum (Rs. Thirty Six Lakhs per annum), draft whereof was laid on the table of the meeting and initialed by the chairman of the meeting as a mark of identification.

Further his Terms of appointment are as under:-

a) Expenses:- Travelling, Food, Hotel Stay, Conveyance, Travel Insurance and Mobile Expenses shall paid as actual basis apart from the remuneration if he visits to any city of India as well as Outside India for the company's work.

b) Performance Bonus:- Apart from Remuneration / Salary and Expenses, the specific amount as performance bonus will be payable to him based on the certain performance criteria and such other parameters as may be considered appropriate from time to time, evaluated by the Board or a committee thereof duly authorized in this behalf and will be payable annually at the discretion of the Board only.

c) Minimum Remuneration:- Where in any financial year during his tenure, the Company has made no profits or its profits are inadequate, the Company shall pay him, the above salary / remuneration and perquisites not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration. If he does not want any remuneration / salary for any specific period then he has to give written intimation to the Board of Directors of the company with a specific reason for the same.



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CIN: U01112MH2008PTC188449

d) Other Benefits: - Apart from the aforesaid remuneration, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

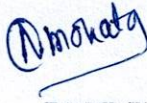
e) Other Terms:- Subject to the control, supervision and directions of the Board of Directors and subject to the provisions of the Act, He shall have the general conduct and management of the business and affairs of the Company but not limited to the things mentioned herein.

- (ii) approval of the Members be and is hereby accorded for payment of remuneration mentioned above to Mr. Tushar Ramesh Mohata, notwithstanding that such remuneration may exceed 11% (Eleven percent) of net profit being the limit specified under Section 197, 198 and Schedule V of the Act calculated in accordance with the applicable provisions of the Companies Act, 2013.

Mr. Nilesh Suresh Mohata, Director of the company, be and is hereby authorised to prepare, sign and file with the concerned Registrar of Companies with the prescribed filing fee, the following documents: (a) along with a certified copy of the foregoing resolution for registration of the resolution as required under Section 117 of the Companies Act, 2013, within thirty days of the passing of the resolution; (b) Form DIR 12 to give effect to the above resolution”

FOR RAMDEVBABA SOLVENT PRIVATE LIMITED

Ramdevbaba Solvent Pvt. Ltd.



Director

NILESH MOHATA
DIRECTOR
DIN NO 02374561