

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PLAZA WIRES LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD ON 11TH MARCH, 2022, FRIDAY STARTED AT 01:00 P.M. AND CONCLUDED AT 2:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A-74 OKHLA INDUSTRIAL AREA, PHASE-2 NEW DELHI -110020

Item No. 11 Appointment of Mr. Abhishek Gupta as Whole Time Director (Executive Director) of the Company.

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approval of Central Government and any other approvals, if required and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment of **Mr. Abhishek Gupta** (DIN: 06486995) as Whole Time Director (Executive Director) of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 10th March, 2022 on the terms and conditions of appointment and remuneration as stated below:-

I. PERIOD: - From 10th March, 2022 to 09th March, 2027.

II. REMUNERATION:-

(a) S.No.	Particulars	Remuneration
1	Salary	Rs. 4200000 per annum

(b) Perquisites:

Mr. Abhishek Gupta, Whole Time Director shall be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration specified in Section –II AND SECTION III of part II of schedule V of the Act:-

In the computation of the ceiling on remuneration the following perquisites shall not be included:-

- 1) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- 2) Leave and encashment of unavailed leave as per the rules of the Company.

III. OVERALL REMUNERATION

The aggregate of the remuneration payable to Whole Time Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under Section 197 and other applicable provisions 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), read with Schedule V to the Companies Act, 2013 as amended from time to time.

For PLAZA WIRES LIMITED

PLAZA WIRES LIMITED

A-74, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI-110020

Phones : +91(011)-66369666 (30 Lines) • Fax : +91(011)66369608 • E-mail : feedback@plazacables.com

Website : www.plazacables.com

Aditya Gupta
Auth. Sign./Director

IV. MINIMUM REMUNERATION

In event Company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Whole Time Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to her as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

V. NATURE OF DUTIES & POWERS

Mr. Abhishek Gupta, Whole Time Director (Executive Director) shall look overall business strategy and sales planning of the Company. Subject to superintendence, control and Directors of the Board of Directors she shall exercise such other powers as may be assigned, granted and entrusted to her by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or increase from time to time the terms of appointment and remuneration of Whole Time Director from time to time to the extent the Board of Directors may deem appropriate, provided that such alteration variation or increase, as the case may be, shall not exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, returns, forms and writings as may be necessary and incidental to give effect to the aforesaid resolution.

For and on behalf of
Plaza Wires Limited

PLAZA WIRES LIMITED

Aditya Gupta

Auth. Sign./Director

Aditya Gupta
Whole Time Director
DIN: 07625118

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**THE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Board of Directors had passed Board Resolution dated 10.03.2022 approving the change in designation of Mr. Abhishek Gupta from Non-Executive Director to Executive Director. However, the details contained in the Board resolution does not contain full particulars of the period of tenure of her appointment, remuneration and other terms and conditions in relation to her appointment and remuneration. The terms and conditions of the designation, tenure and appointment in accordance with applicable provisions of the Companies Act, 2013 along with other applicable rules and regulations and required approvals, of Mr. Abhishek Gupta as Whole Time Director (Executive Director) are as follows:

I. PERIOD: - From 10th March, 2022 to 09th March, 2027.

II. REMUNERATION:-

(a) S.No.	Particulars	Remuneration
1	Salary	Rs. 4200000 per annum

(b) Perquisites:

Mr. Abhishek Gupta, Whole Time Director shall be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration specified in Section –II AND SECTION III of part II of schedule V of the Act:-

In the computation of the ceiling on remuneration the following perquisites shall not be included:-

- 1) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- 2) Leave and encashment of unavailed leave as per the rules of the Company.

III. OVERALL REMUNERATION

The aggregate of the remuneration payable to Whole Time Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under Section 197 and other applicable provisions 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), read with Schedule V to the Companies Act, 2013 as amended from time to time.

IV. MINIMUM REMUNERATION

In event Company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Whole Time Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to her as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

For PLAZA WIRES LIMITED

Aditya Gupta

Auth. Sign./Director

V. NATURE OF DUTIES & POWERS

Mr. Abhishek Gupta, Whole Time Director (Executive Director) shall look overall business strategy and Sales planning of the Company. Subject to superintendence, control and Directors of the Board of Directors she shall exercise such other powers as may be assigned, granted and entrusted to her by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

The Board recommends passing of the above Special resolution set out at No. 11 of the notice for approval of the members.

**For and on behalf of
Plaza Wires Limited**

For PLAZA WIRES LIMITED

Aditya Gupta *Aditya Gupta*
Whole Time Director
DIN: 07625118