

# ETHOS LIMITED

KAMLA CENTRE, SCO 88-89, SECTOR 8-C  
Chandigarh-160 009 INDIA  
Phone : +91 172 2548223/24/27, 2544378/79  
Fax : +91 172 2548302  
CIN – U52300HP2007PLC030800  
PAN – AADCK2345N

**Certified true copy of the resolution passed by the Board of Directors at its meeting (meeting no. 07/2019-20) held on Wednesday, the 12<sup>th</sup> day of February, 2020 at 11:00 a.m. at 'A Hotel, Asset no. 1, Aerocity, New Delhi 110037**

**Approval for appointment of Mr. Manoj Gupta (DIN – 08700786) as an Additional Director/Whole time Director designated as Executive Director of the Company**

*“RESOLVED THAT pursuant to the provisions of section 161, of the Companies Act, 2013 read with Article 101 of Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee-cum-Performance and Evaluation Guidance Committee meeting, Mr. Manoj Gupta (having DIN – 08700786), be and is hereby appointed as an Additional Director on the Board of the Company to hold office till the conclusion of the next Annual General Meeting of the Company.*

*RESOLVED FURTHER THAT pursuant to the provisions of section 196, 197, 203, Schedule V of the Companies Act, 2013, and on recommendations of the Nomination and Remuneration Committee-cum-Performance and Evaluation Guidance Committee meeting of the Company, and subject to the approval of shareholders, or other required approval(s), if any, Mr. Manoj Gupta (having DIN – 08700786), be and is hereby appointed as Whole time Director designated as Executive Director of the Company, for a period of 2 (two) years with effect from 1<sup>st</sup> April, 2020, on the following terms and conditions:-*

<b>Particulars</b>	<b>Amount in Rs.</b>	
	<b>Per month</b>	<b>Per annum</b>
Basic salary	226,600	2,719,200
House Rent allowance (60% of Basic salary)	135,960	1,631,520
Floating Allowance	130,500	1,566,000
City Specific Allowance	22,665	271,980
Medical Allowance	1,250	15,000
Leave Travel Allowance (yearly)		50,000
Ex-Gratia/Festival Bonus (yearly)		20,000
Variable (yearly) <i>*as may be approved by the Nomination and Remuneration Committee-cum-Performance Evaluation and Guidance Committee and Board of Directors</i>		800,000
<b>Total Payable</b>	<b>516,975</b>	<b>7,073,700</b>

*Perquisites/allowances not considered in the computation of ceilings of the remuneration as specified in Section IV of Part II of Schedule V of Companies Act, 2013:-*

- 1. Contributions to Provident Fund which are not taxable.*
- 2. Gratuity payable upto the limit payable under the Payment of Gratuity Act, 1972.*
- 3. Earned Leave Encashment.*
- 4. Provision of company owned car for use on Company's business and telephone (s) or mobile (s) at residence.*

**Registered Office:**

Plot 3, Sector III, Parwanoo-173 220 INDIA

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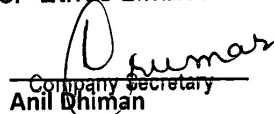
*Other terms and conditions relating to appointment and remuneration of Mr. Manoj Gupta:-*

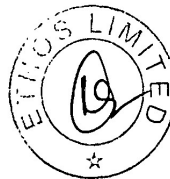
- 1. The appointment of Whole time Director is for a term of 2 (two) years commencing from 1st April, 2020 and ending on 31st March, 2022.*
- 2. The Whole time Director shall not be entitled to sitting fee for attending Board/Committee meetings of the Company.*
- 3. The Whole time Director shall be liable to retire by rotation as per provisions of the Companies Act, 2013.*
- 4. The Whole time Director shall exercise such powers and functions on such terms as the Board of Directors of the Company may prescribe from time to time.*
- 5. The Board of Directors shall have the power to alter, modify, revoke or withdraw all or any of the powers so conferred on Whole time Director at any time during his tenure.*
- 6. The office of the Whole-time Director may be terminated by the Company or by him by giving the other 2 (two) months' prior notice in writing. The Whole-time Director will continue in this position only if he continues to be engaged with the company.*

*The aforesaid remuneration may be paid to him as minimum remuneration in case of no profits or inadequate profits, as the case may be.*

**RESOLVED FURTHER THAT** *Mr. Yashovardhan Saboo - Managing Director, Mr. Pranav Shankar Saboo – Chief Executive Officer, Mr. C. Raja Sekhar – Chief Financial Officer and Mr. Anil Dhiman – Company Secretary, be and are hereby, **severally** authorized to sign and file the necessary e-form with the Ministry of Corporate Affairs regarding the aforesaid appointment and to do all such acts, things and deeds as may be necessary to give effect to this resolution.”*

**/Certified to be true copy/  
For Ethos Limited  
For Ethos Limited**

  
~~Company Secretary~~  
**Anil Dhiman**  
Company Secretary  
Membership no. F8023



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