

Notice

NOTICE is hereby given that the Fifty-ninth Annual General Meeting of Members of SAVITA OIL TECHNOLOGIES LIMITED will be held on Tuesday, 29th September, 2020 at 11.00 A.M. through Video Conferencing / Other Audio Visual Means (VC) to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
- To confirm the payment of Interim Dividend as Final Dividend on equity shares of the Company for the FY 2019-2020.
- 3. To appoint a Director in place of Mr. Siddharth G. Mehra (DIN: 06454215), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments, statutory modifications or re-enactments thereto), and pursuant to the approval given by the Nomination and Remuneration Committee and the Board of Directors, Mr. Suhas M. Dixit (DIN: 02359138) be and is hereby re-appointed as the Whole-time Director of the Company from 1st October, 2020 up to 30th September, 2021 on remuneration and perquisites and other terms and conditions as set out in the Agreement executed by the Company with Mr. Suhas M. Dixit."

"FURTHER RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments, modifications or re-enactments thereto), Mr. Suhas M. Dixit (DIN: 02359138) be paid remuneration and

other allowances and perquisites as per the policies of the Company, on the terms and conditions set out in the Agreement executed by the Company with Mr. Suhas M. Dixit (DIN: 02359138)."

"FURTHER RESOLVED THAT the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorised to vary or increase the remuneration, perquisites and any other entitlements including the monetary value thereof as specified in the said Agreement to the extent the Board of Directors may consider appropriate, as may be permitted or authorised in accordance with the provisions of the Companies Act, 2013 or re-enactment thereof and/or Rules or Regulations framed there under and to suitably modify the terms of the aforesaid Agreement between the Company and Mr. Suhas M. Dixit to give effect to such variation or increase as the case may be."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Kale & Associates, Cost Accountants (Firm Registration No.001819), appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, be paid a remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus GST thereon and reimbursement of travelling and other out-of-pocket expenses, fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee, for the year 2020-2021."

By Order of the Board

Mumbai 18th August, 2020 U. C. Rege Company Secretary & Executive VP - Legal



EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board of Directors in its meeting held on 18th August, 2020, based on the recommendation of the Nomination and Remuneration Committee, re-appointed **Mr. Suhas M. Dixit** as the Whole-time Director of the Company from 1st October, 2020 up to 30th September, 2021, subject to the approval of Members by Special Resolution at the ensuing Annual General Meeting. Separate Agreement in this regard has been executed between the Company and Mr. Suhas M. Dixit on 18th August, 2020 based on recommendation of the Nomination and Remuneration Committee.

The remuneration and terms and conditions as contained in the Agreement executed with Mr. Suhas M. Dixit are as under:

- Basic Salary of ₹ 3,10,000/- (Rupees Three Lakh Ten Thousand only) per month.
- 2. House Rent Allowance at the rate of 25% of the Basic Salary.
- 3. Education Allowance and other Allowances of ₹ 100/- and ₹ 3,81,403/- per month respectively.
- Reimbursement of medical expenses incurred on himself and his family subject to a ceiling of 5% of the Basic Salary.
- 5. Leave Travel Allowance for himself and his family once in a year in accordance with the Rules of the Company for the time being in force.
- 6. Bonus as per the Rules of the Company.
- 7. Ex-gratia/Performance Linked Incentive as per the Policy of the Company.
- 8. Medical/Accident Insurance for himself and his spouse in accordance with the Rules of the Company.
- Contribution to Provident Fund as per the Rules of the Company applicable from time to time.
- 10. Gratuity as per the Rules of the Company.
- 11. Leave entitlement as per the Rules of the Company. He shall be permitted to encash unavailed leave as per the Rules of the Company.

- 12. Provision of car with reimbursement of salary for driver as per the Policy of the Company for Company's business and his personal use.
- 13. Provision of telephone facility(ies) subject to he being billed for personal long distance calls.

The appointment of Mr. Suhas M. Dixit is subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendments, statutory modifications or re-enactments thereto).

As per Section 190 of the Companies Act, 2013, the Agreement entered into between the Company and Mr. Suhas M. Dixit as well as the copy of the Memorandum and Articles of Association are available for inspection to Members at the Registered Office of the Company on all working days from 11:00 AM to 1:00 p.m., subject to COVID-19 Pandemic Lockdown restrictions.

The appointment and remuneration of Mr. Suhas M. Dixit is required to be approved by Members at the ensuing General Body Meeting and accordingly the resolution at Item No. 4 is placed before Members of the Company.

Where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Suhas M. Dixit, minimum remuneration as provided in Section II of Part II of Schedule V to the Companies Act, 2013 as notified from time to time.

The terms and conditions of Mr. Suhas M. Dixit's appointment and remuneration may be altered and varied from time to time by the Board and/or Nomination and Remuneration Committee as it may, in its discretion deem fit, within the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments thereto made hereafter in this regard in such manner as may be agreed to between the Board and/or Nomination and Remuneration Committee and Mr. Suhas M. Dixit.

None of the Directors of your Company/Key Managerial Personnel of the Company/their relatives are concerned or interested, in any way, except Mr. Suhas M. Dixit in this Special Resolution.

Your Directors recommend this Special Resolution for your approval.



Item No.5

The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of Kale & Associates, Cost Accountants (Firm Registration No.001819) having address at 703, Sushil Apartment, Kaka Sohni Marg, Off. Gadkari Marg, Thane (West), Thane 400602 as Cost Auditors to conduct the audit of the cost records of the Company for the year ending 31st March, 2021 on a remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) plus GST.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by Members of the Company.

Accordingly, consent of Members has been sought for passing an Ordinary Resolution as set out at Item No.5 of

the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Directors/Key Managerial Personnel of the Company/their relatives are concerned or interested, in any way, in the resolution set out at Item No. 5 of the Notice.

Your Directors recommend this Ordinary Resolution for your approval.

By Order of the Board

U. C. Rege Company Secretary & Executive VP - Legal

Mumbai 18th August, 2020



PROFILES OF THE DIRECTORS BEING APPOINTED/RE-APPOINTED AT THE ENSUING AGM

(As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Secretarial Standard – 2 on General Meetings

Name of Director	Mr. Siddharth G. Mehra	Mr. Suhas M. Dixit
DIN	06454215	02359138
Date of Birth	30/07/1990	17/10/1958
Date of Appointment	01/07/2017	01/07/2017
Qualifications	Bachelor of Science in Technical Systems Management & M.S. in Science	Chartered Accountant (ACA) and Cost Accountant (ICWA)
Expertise in specific functional areas	in Technical Systems Management from University of Illinois at Urbana - Champaign, IL, USA (2012). He also has Masters' Degree of	
Experience	4 years	Over 3 decades
Directorships held in other listed companies as on 31 st March, 2020	Nil	Nil
Chairmanship/ Committee Memberships held in other companies as on 31st March, 2020	Nil	2
Number of Equity Shares held in the Company as on 31 st March, 2020	583	20
Relationship held with other Directors and KMPs in the Company	Son of Mr. Gautam N. Mehra, who is the Managing Director of the Company.	None
Number of Board Meetings attended during the FY 2019- 2020	Five	Five
Terms and conditions of appointment	As contained in the Explanatory Statement to the Notice of 56 th AGM of the Company.	Explanatory Statement pertaining to Item No. 4 of the Notice contains the terms and conditions of appointment.
Details of remuneration sought to be paid	As contained in the Explanatory Statement to the Notice of 56 th AGM of the Company.	Explanatory Statement pertaining to Item No. 4 of the Notice contains the details of remuneration sought to be paid.
Remuneration last drawn	₹ 62,03,588/- for FY 2019-2020	₹ 1,22,53,754/- for FY 2019-2020
List of Directorship held in other companies as on 31 st March, 2020	 Khatri Investments Pvt. Ltd. Naved Investment & Trading Co. Pvt. Ltd. Kurla Trading Co. Pvt. Ltd. Basant Lok Trading Company Mansukhmal Investments Pvt. Ltd. Savita Finance Corporation Ltd. 	1. Savita Polymers Ltd.



NOTES:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No.20/2020 dated May 05, 2020, physical attendance of Members at the EGM/AGM venue is not required and annual general meeting (AGM) can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 3. 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.
- The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of

- the Company at www.savita.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 7. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.14/2020 dated April 08, 2020, MCA Circular No.17/2020 dated April 13, 2020, MCA Circular No.20/2020 dated May 05, 2020 and SEBI circular dated May 12, 2020.
- Members seeking any information with regards to accounts or any other matters to be placed at the AGM, are requested to write to the Company in advance through email at legal@savita.com. The same will be replied by the Company suitably.
- 9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 and 5 above is annexed hereto and forms part of the Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and the provisions of the Secretarial Standard No.2 on General Meetings, a brief profile of the Directors proposed to be appointed is set out in the Explanatory Statement to this Notice.
- 10. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by Members at the registered office of the Company on all working days from 11:00 AM to 1:00 p.m., subject to COVID-19 Pandemic Lockdown restrictions. For obtaining copies of any such documents through electronic means, Members may write to the Company Secretary by sending an email to legal@savita.com till the date of the AGM.
- 11. Members are requested to (a) intimate, if shares are held in the same name or in the same order and names, but more than one folio to enable the Company to consolidate the said folios into one folio, and (b) notify immediately any change in their recorded address, along with pin code numbers, to the Company.
- 12. Members are requested to forward shares for transfer and related communication to the Share Transfer Agent or to the Registered Office of the Company.



- 13. Under Sections 124(5) of the Companies Act, 2013, the unclaimed and unpaid dividend amount for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, during the year, the Company has transferred an amount of ₹ 12.54 lac pertaining to the unpaid and unclaimed dividend for the year 2011-2012 to IEPF.
- 14. In line with the Ministry of Corporate Affairs' (MCA) Circular No.17/2020 dated April 13, 2020 and "Green Initiative in the corporate governance" allowing paperless compliance by companies, the Notice calling the AGM along with Annual Report 2019-2020 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 15. The Register of Members and the Share Transfer Books of the Company will remain closed from 22.09.2020 to 29.09.2020 (both days inclusive).

- 16. MP & Associates, Company Secretaries have been appointed as the Scrutinizer for providing facility to Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 17. The results of remote e-voting as well as voting done during the meeting along with the Scrutinizer's Report shall be displayed on the website of the Company www.savita.com and on the website of NSDL www.nsdl.co.in within three days from the passing of the resolutions at the 59th Annual General Meeting of the Company to be held on Tuesday, 29th September, 2020 at 11.00 A.M. and shall be communicated to the stock exchanges, where the shares of the Company are listed.

By Order of the Board

U. C. Rege

Company Secretary & Executive VP - Legal

Mumbai 18th August, 2020



INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period commences on 25th September, 2020 (9:00 a.m.) and ends on 28th September, 2020 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the "cut-off date" of 22nd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, Member shall not be allowed to change it subsequently.

Procedure to vote electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

Log-in to NSDL e-Voting website

- 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.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4.	Your User ID details are given below:		
	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:	
	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.	
	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12********* then your user ID is 12*******	
	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	

- 5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf. The password to open the .pdf is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf contains your 'User ID' and your 'initial password'.



- (ii) If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on <u>www.evoting.</u> nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of Company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- 1 Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmanish.raut@gmail.com and/or acspravin@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting. nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Notice:

- In case shares are held in physical mode, please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (selfattested scanned copy of PAN Card), AADHAR (selfattested scanned copy of Aadhar Card) by email to legal@savita.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) to legal@savita.com.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Member/Members, who will be present at the AGM through VC/OAVM 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 system at the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member(s) will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under Member/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members' login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.

- Members are encouraged to join the Meeting through Laptops for better experience.
- 3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- 4. Please note that the participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at legal@savita.com.
 The same will be replied by the Company suitably.

By Order of the Board

Mumbai 18th August, 2020 U. C. Rege Company Secretary & Executive VP - Legal