



## NOTICE OF THE 44<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 44<sup>th</sup> (Forty-four) Annual General Meeting (“AGM”) of Members of Eiko LifeSciences Limited (“Company”) [Formerly known as Narendra Investments (Delhi) Limited] will be held on **Tuesday, 28<sup>th</sup> day of September, 2021 at 4.30 P.M.(IST)** through Video Conference (“VC”)/Other Audiovisuals Means (“OAVM”), for which purpose the Registered Office of the Company situated at 604, Centrum, Opp. TMC Office Near Satkar Grande Hotel, Wagle Estate Thane 400604 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2021 together with the Reports of the Board of Directors and Auditors thereon.**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2021 including the Audited Balance Sheet as of 31<sup>st</sup> March 2021 and the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Directors and the Auditors thereon.

- 2. Re-appointment of Mr. Laxmikant Kabra as a “Director”, liable to retire by rotation, who has offered himself for re-appointment:**

To appoint a director in place of Mr. Laxmikant Kabra (DIN: 00061346), who retires by rotation and being eligible, offers himself for re-appointment.

The members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-

appointment of Mr. Laxmikant Kabra [Director Identification Number (DIN): 00061346] as a “Director”, who shall be liable to retire by rotation.”

- 3. To appoint an Auditor and to fix their remuneration:**

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

“RESOLVED THAT pursuant to the provisions of section 139, 142, 143 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Audit and Auditor) Rules, 2014, including any statutory enactment or modification(s) thereof, the consent of members be and is hereby accorded to appoint M/s. Thanawala & Company, Chartered Accountants, having FRN.: 110948W, as Statutory Auditors of the Company for the period of five Financial Years starting FY 2021-22, who shall hold the office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in year 2026 at such remuneration as may be mutually agreed between the Board of Directors and above named Auditors, in addition to the re-imbursalment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.”

“RESOLVED FURTHER THAT Shri Laxmikant Kabra, Director & Chaiman and/ or Avi Mundecha, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above-mentioned resolution”.

### SPECIAL BUSINESS:

- 4. Change in designation of Mr. Umesh Ravindranath More (DIN: 09044162) from Director (Executive Category) to Whole time Director, effective from August 17, 2021**

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

“RESOLVED THAT in partial modification of the earlier resolution approved by the shareholders on December 15, 2020, vide remote E-voting, Mr. Umesh



Ravindranath More (DIN: 09044162), who was appointed as Director in the Executive Category of the Company for a period of five years from November 12, 2020, to November 11, 2025., be and is hereby re-designated as Whole-Time Director of the Company, effective from **August 17, 2021**.

**RESOLVED FURTHER THAT** except for the change in designation mentioned above, all other terms and conditions of his appointment as approved by the shareholders remain unchanged.”

**5. Change in designation of Mr. Bhavesh Dhirajlal Tanna (DIN: 03353445) from Managing Director to Non-Executive Director, effective from August 17, 2021**

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

“**RESOLVED THAT** pursuant to the provision of section 152 of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules and regulations made thereunder, approval of members me and is hereby accorded to change in designation of Mr. Bhavesh Dhirajlal Tanna, from Managing Director to Non-Executive Director, liable to retire by rotation of Directors, effective from **August 17, 2021**, on such terms and conditions as mentioned in appointment letter issued to him.

**RESOLVED FURTHER THAT** Mr. Laxmikant Kabra, Director of the company or Mr. Avi Mundecha, Company Secretary of the Company be and are hereby jointly and/or severally authorized to file the necessary e-forms with Registrar of Companies, Mumbai and to do all such acts and deeds as may be required to give effect to the above resolution.”

**6. Approval of Material Related Party Transaction**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and also pursuant to the consent of the Audit Committee and the Board of Directors, and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members be and is hereby accorded to the Company to approve all contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto), with ‘Related Parties’ within the definition of the Companies Act, 2013 and Listing Regulations, as more particularly enumerated in the explanatory statement to the Notice and on such terms and conditions as may be agreed between the Company and such related parties.

**RESOLVED FURTHER THAT** in this regard, the Board (hereinafter referred to as “the Board” which term shall include any Committee thereof) is hereby authorized to negotiate, finalize, vary, amend, renew, and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents and writings on an ongoing basis, as may be necessary, pro per or expedient for the purpose of giving effect to the above resolution.”

**By order of the board**  
For Eiko LifeSciences Limited

**Registered Office**  
604, Centrum,  
Opp. TMC office, Near Satkar  
Grand Hotel, Wagle Estate  
Thane West 400 604

**Avi Mundecha**  
Company Secretary  
M. No.: 65529



## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act'), in respect of the Special Business under Item Nos. 3 to 6 set out above and details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ('SEBI LODR Regulations'), entered with the Stock Exchanges and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking re-appointment at this Annual General Meeting is annexed hereto as "Annexure A". An Explanatory Statement pursuant to Section 102 of the Act setting out material facts relating to Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, and also Circular 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars"), and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the 44<sup>th</sup> (Forty Fourth) Annual General Meeting of the Company is being convened and conducted in accordance with the aforesaid MCA Circulars and SEBI Circulars through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility, which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. The procedure for participating in the AGM through VC/OAVM is explained hereunder and is also available on the website of the Company at [www.narendrainvestment.com](http://www.narendrainvestment.com).
3. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer Mr. Shravan Gupta, Practicing Company Secretary (Membership No.27484), CDSL and the Company, a scanned certified true copy of the Board Resolution with at tested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by-mail through its registered email address to [cs.shravangupta@gmail.com](mailto:cs.shravangupta@gmail.com) with a copy marked to [www.evotingindia.com](http://www.evotingindia.com) and [investor.relations@eikolifesciences.com](mailto:investor.relations@eikolifesciences.com)
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 22<sup>nd</sup> September 2021 to Tuesday, 28<sup>th</sup> September 2021 (both days inclusive) for the purpose of Annual General Meeting.
8. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company ("Bigshare") in case the shares are held by them in physical form.



Members who are holding shares in demat mode are requested to notify any change in their residential address, bank account details and/ or email address immediately to their respective Depository Participants.

9. In accordance with, the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India (SEBI), the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021, including Report of Board of Directors, Statutory Auditors' Report or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) or Bigshare.
10. Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with Bigshare on its website (at [www.bigshareonline.com](http://www.bigshareonline.com)), to enable the Company to send electronic communications.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, and all other documents referred to in the Notice and Explanatory Statement will be available for inspection in electronic mode by writing to the Company at its email id : [investor.relations@eikolifesciences.com](mailto:investor.relations@eikolifesciences.com) till the date of AGM.
12. Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2020-21 will be available on the Company's website [www.narendrainvestment.com](http://www.narendrainvestment.com), on the websites of the Stock Exchange where the Equity Shares of the Company are listed, i.e., BSE Limited (at [www.bseindia.com](http://www.bseindia.com)) and on the website of Central Depository Securities (India) Limited at [www.evotingindia.com](http://www.evotingindia.com)
13. Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to update their email addresses with the Registrar and Transfer Agents of the Company, viz., Bigshare on its website (at [www.bigshareonline.com](http://www.bigshareonline.com)) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, such Members may write to [investor@bigshareonline.com](mailto:investor@bigshareonline.com). Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s).
14. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Bigshare. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
15. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form 1st April 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can



contact the Company or Bigshare for assistance in this regard.

16. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates to enable the Company to consolidate their holding into one folio.
17. The venue of the AGM shall be deemed to be the Registered Office of the Company at 604, Centrum, Opp. TMC Office Near Satkar Grande Hotel, Wagle Estate Thane 400604.
18. Detailed instructions for remote E-voting and E-voting during the 44<sup>th</sup> AGM, both forming part of this Notice, are annexed.
19. **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

#### **A. VOTING THROUGH ELECTRONIC MEANS**

- a. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
- b. The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
- c. The remote e-voting period commences on **Saturday, 25<sup>th</sup> September 2021 (at 9.00 a.m. IST)** and ends on and **Monday, 27<sup>th</sup> September 2021 (at 5.00 p.m. IST)**. During

this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Wednesday, 22<sup>nd</sup> September 2021**, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

- d. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e., **Wednesday, 22<sup>nd</sup> September 2021**.
- e. Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote

#### **B. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:**

Manner of Voting Electronically using CDSL e-Voting system:

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

##### **Step1:**

Log-into CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com)

##### **Step2:**

Cast your vote electronically on CDSL e-Voting system.

- a. Open the internet browser by typing the URL: [www.evotingindia.com](http://www.evotingindia.com)
- b. Click on Shareholder-Login
- c. If you are already registered with CDSL for e-voting, then you can use your existing user ID and password.
- d. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with thee-mail as initial password.



- e. Open email and open attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- f. Password change menu will appear on your screen. Change the password with new password do for your choice with minimum 8 digits/characters or combination there-of. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g. Once thee-voting home page opens, click one-Voting > Active Voting Cycles.
- h. Select "EVEN" (E-Voting Event Number) of Eiko LifeSciences Limited. Now you are ready for e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have vote don't here solution, you will not be allowed to modify your vote.

#### General Guidelines for Shareholders:

- a. Institutional Shareholders (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 through e-mail to cs.shravangupta@gmail.com**
- b. 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 Downloads Section of [www.evotingindia.com](http://www.evotingindia.com) or call on toll free number 1800-222-990.

**Process for those Shareholders whose Email IDs are not registered with the Depositories, for procuring User ID and Password and Registration of E-mail IDs for E-voting for the Resolutions set out in the Notice of AGM:**

- a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number (PAN) Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to **Bigshare** on its website at [www.bigshareonline.com](http://www.bigshareonline.com).
- b. 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), Aadhaar (self-attested scanned copy of Aadhaar Card) to your Depository Participant (DP).

#### Instructions for Members for E-Voting on the day of the AGM: -

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Shareholders, who will be present in 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 in the AGM.
- c. 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.
- d. 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.

#### C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- a. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the 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 CDSL.

- b. The Members can join the AGM in the VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c. Members are encouraged to join the Meeting through Laptops for better experience.
- d. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- e. Please note that 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 network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f. Shareholders, 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 [investor.relations@eikolifesciences.com](mailto:investor.relations@eikolifesciences.com). The same will be replied by the Company suitably, either in advance or at the time of AGM.
- g. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request in advance from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investor.relations@eikolifesciences.com](mailto:investor.relations@eikolifesciences.com) at least 10 days prior from the date of the meeting. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- h. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April 2020 and MCA Circular No. 20/2020 dated 5<sup>th</sup> May 2020 also Circular 02/2021 dated January 13, 2021.
- i. Mr. Shravan Gupta, Practicing Company Secretary (Membership No.27484) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- j. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.narendrainvestment.com](http://www.narendrainvestment.com) immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
- k. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Tuesday, 28th September 2021.

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

### Item No. 3

The members of the Company at the Extra Ordinary General Meeting held on December 15, 2020, has approved the appointment of M/s. Thanawala & Company, Chartered Accountants, having FRN.: 110948W as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. A N A M & ASSOCIATES, Chartered



Accountants, and to hold the office of the Statutory Auditors up to the conclusion of 44th Annual General Meeting.

In accordance with section 139(8) of the Companies Act, 2013, the auditor appointed in the Casual vacancy shall hold office till the conclusion of next Annual General Meeting. Therefore, M/s. Thanawala & Company, Chartered Accountants shall hold office only till the conclusion of ensuing Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee and confirmation received from M/s. Thanawala & Company, Chartered Accountants, having FRN.: 110948W on their eligibility, the Board recommends to the members for the appointment of M/s. Thanawala & Company, Chartered Accountants, as the Statutory Auditors of the Company, who shall hold the office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in year 2026 at such remuneration as may be mutually agreed between the Board of Directors and above named Auditors.

Regarding appointment of Statutory Auditors referred to in item no. 3 of the Notice, the brief profile of the Auditors is as under:

M/s. Thanawala & Company, Chartered Accountants, are a fast-growing CA firm offering wide range of services with the mission of growth of our clients as well as our own team.

They provide services in the areas of Audit and Assurance, Taxation, Accounting, Corporate Finance, Direct and Indirect Taxation, Internal Audits, Corporate and Allied Laws.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Board recommends the Resolution set forth at Item No. 3 of the Notice for approval of the members as a Ordinary Resolution.

#### **Item No. 4**

**Change in designation of Mr. Umesh Ravindranath More (DIN: 09044162) from Director (Executive Category) to Whole time Director, effective from August 17, 2021**

The shareholders vide special resolution passed through remote E-voting on December 15, 2020, approved the appointment of Mr. Umesh Ravindranath More as Director in Executive Category of the Company for a period of five years w.e.f. November 12, 2020, to November 11, 2025. The terms and conditions of his appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 25, 2021, has re-designated Mr. Umesh Ravindranath More, as the Whole-time Director of the Company w.e.f. August 17, 2021. Since, the designation of Mr. Umesh Ravindranath More, was specifically mentioned as Executive Director in the earlier resolution dated December 15, 2020, approved by the shareholders, this resolution is being proposed to partially modify the same. Except for the change in designation, all other terms and conditions as approved by the shareholders on December 15, 2020, remain unaltered.

Save and except, Mr. Umesh Ravindranath More to whom the resolution relates along with his relatives, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 4 of the Notice for approval of the members as a Special Resolution.

#### **Item No. 5**

**Change in designation of Mr. Bhavesh Dhirajlal Tanna (DIN: 03353445) from Managing Director to Non-Executive Director, effective from August 17, 2021**

The members are apprised that Mr. Bhavesh Dhirajlal Tanna who was appointed as Managing Director of the Company for a period of five years w.e.f. 23<sup>rd</sup> April 2019, to 22<sup>nd</sup> April 2024, has shown his willingness to act as Managing Director of the company.

The Board of Directors at their meeting held on August 25, 2021, noted the request received from Mr. Bhavesh Dhirajlal Tanna about his desire to step down as the





Managing Director of the Company, due to certain personal reasons.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 25, 2021, has approved the change in designation Mr. Bhavesh Dhirajlal Tanna, from Executive Director to Non-Executive Director of the company on terms and conditions as mentioned in appointment letter w.e.f. August 17, 2021.

Hence, the Committee & the Board have proposed to appoint him as Non-Executive Director of the company. The appointment of Mr. Bhavesh Dhirajlal Tanna as such shall take effect from August 17, 2021 and requires the approval of the Shareholders of the company by way Ordinary resolution passed at the general meeting as per the provision of section 152 and other applicable provisions, if any of the Companies Act, 2013.

Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Bhavesh Dhirajlal Tanna, from Managing Director to Non-Executive Director of the company on such terms and conditions as mentioned in the Letter of Appointment.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Bhavesh Dhirajlal Tanna and their relatives, are in any way concerned or interested in the proposed appointment of Mr. Bhavesh Dhirajlal Tanna as Non-Executive Director of the company.

#### Item No. 6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/arrangements with related parties in which Director are interested in financial year 2021-22 as mentioned below, which are in the ordinary course of business and at arm's length basis. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2021, and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Ordinary Resolution.



Sr. No.	Name of Related Party	Name of the Directors or Key Managerial Personnel who are related if any	Nature of Relationship	Nature of transaction	Amount
1.	Laxmikant Ramprasad Kabra	Director of Eiko LifeSciences Limited	Director & Promoter	Unsecured Loan	Up to Rs 5 Crore
2.	Bhavesh D Tanna	Director of Eiko LifeSciences Limited	Director & Promoter	Unsecured Loan	Up to Rs 5 Crore
3.	Lake City Traders Private Limited	Mr. Laxmikant Ramprasad Kabra, Director of the Company and Director of Lake City Traders Private Limited	Director of Lake City Traders Private Limited	Unsecured Loan	Up to Rs 5 Crore
4.	Lenus Finvest Private Limited	Mr. Laxmikant Ramprasad Kabra, Director of the Company and Director of Lenus Finvest Private Limited	Director of Lenus Finvest Private Limited	Unsecured Loan	Up to Rs 5 Crore
5	M/s Urvi Speciality Chemicals	Mr. Umesh More, Director of the Company and Partner of the Urvi Speciality Chemicals	Partner of the Urvi Speciality Chemicals (Partnership firm)	Factory Management fees	Up to Rs 50 lacs
6	Plutus Capital Management LLP	Mr. Laxmikant Ramprasad Kabra, Director of the Company and Designated Partner of Plutus Capital Management LLP	Designated Partner of Plutus Capital Management LLP	Unsecured Loan	Up to Rs 5 Crore

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The Board considers that the proposed arrangements with the related parties, are in the ordinary course of business.

Except Mr. Laxmikant Kabra, Mr. Bhavesh Tanna and Mr. Umesh More along with their relative none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No.6 of this Notice for approval of the Members.



## ANNEXURE A

### BRIEF RESUME OF DIRECTORS SEEKING REAPPOINTMENT AT 44<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings:

<b>Name of Director</b>	Mr. Laxmikant Kabra (Non-Executive Director)
<b>Director Identification Number (DIN)</b>	00061346
<b>Date of Birth (DD/MM/YYYY)</b>	09/03/1969
<b>Age (in Years)</b>	52
<b>Nationality</b>	Indian
<b>Percentage of shareholding of company</b>	0.52
<b>Qualification</b>	Commerce Graduate and a Member of the Institute of Chartered Accountants of India (ICAI)
<b>Brief Profile and Expertise in Specific Functional Area</b>	Mr. Laxmikant Kabra aged 52 years is Non-Executive Director of the Company and is a Chartered Accountant by profession. He has been associated with the Company as Promoter Director. He has immense knowledge in field of Equity and Private Equity, Taxation, Audit, Business Management, etc. He has handled multiple assignments of fund raising through IPO/ FPO, Business restructuring and transformation, Competition Analysis, Market study and Financial Analysis.
<b>Number of Equity Shares held in the Company</b>	20,000
<b>Number of Board Meetings attended during the Financial Year 2020-21</b>	6
<b>List of other Directorships held in Public Limited Companies</b>	AMARNATH SECURITIES LIMITED