



## NOTICE OF THE 47<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT the 47<sup>th</sup> (Forty-seven) Annual General Meeting (“AGM”) of Members of Eiko LifeSciences Limited (“Company”) will be held on Saturday, 28<sup>th</sup> day of September, 2024 at 12:30 PM (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, Maharashtra, India, 400 604 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 2024 together with the Reports of the Board of Directors and Auditors thereon.**

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

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 including the Audited Balance Sheet as of 31<sup>st</sup> March 2024 and the Statement of Profit and Loss and Cash Flow for the year ended on that date and the Reports of the Board and the Auditors along with their annexures thereon.

- 2. Re-appointment of Mr. Bhavesh Dhirajlal Tanna (DIN: 03353445) as a “Director”, liable to retire by rotation, who has offered 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. Bhavesh Dhirajlal Tanna [Director Identification Number (DIN): 03353445] as a “Director”, who shall be liable to retire by rotation.

### **SPECIAL BUSINESS:**

- 3. Approval for appointment of Statutory Auditor of the company to fill the casual vacancy**

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 Sections 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to the appointment of appoint P S V Jain & Associates, Chartered Accountants, having FRN.: 131505W, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Thanawala & company ,Chartered Accountant (FRN: 110948W) for the period from 03<sup>rd</sup> September,2024, until the conclusion of 47<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as determined and recommended by the Audit Committee and approved by the Board of Directors of the Company.”

- 4. To appoint M/s. P S V Jain & Associates, Chartered Accountants, having FRN.: 131505W, as Statutory Auditors of the Company for Next 5 Year term**

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 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 P S V Jain & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of five consecutive years from the conclusion of the 47<sup>th</sup> Annual General Meeting till the conclusion of the 52<sup>nd</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company



**“RESOLVED FURTHER THAT** any Director or Key Managerial Personnel be and are hereby authorized to do all such acts, deeds and things as may be required to give effect to the above- mentioned resolution”.

**5. Approval of material related party transactions entered or to be entered with the related parties as per the required laws and regulations.**

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 Section 188 and other applicable provisions, if any, of the companies Act, 2013, (“the Act”) read with the Companies (Meeting of Board and its Powers) Rules, 2014 and 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.”

**6. Approval for appointment of Ms. Hasti Doshi as the Independent Director of the company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re- enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Hasti Doshi (DIN: 10757758 ), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 03<sup>rd</sup> September, 2024 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 03<sup>rd</sup> September, 2024 and she shall not be liable to retire by rotation.

**7. Approval of Remuneration of Mr. Umesh Ravindranath More, Whole time Director of the company**

To Consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 197, 198 and other applicable provisions, it any, of the Companies Act, 2013, (the Act) read with Schedule V of the Act and the Rules made thereunder, including any amendment{s}, modification(s) or re-enactment{s} thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Umesh More(DIN: 09044162), Whole-Time Director of the Company in excess of prescribed limit of 5% of the net profits of the Company ‘computed in accordance with Section 198 of the Act, in any financial year(s) during his tenure as the Whole Time Director of the Company.

**FURTHER RESOLVED THAT** the overall managerial remuneration payable to Umesh More (DIN: 09044162), shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee & Audit Committee but not exceeding Rs. 6,00,000 per annum at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Whole Time Director be varied / altered / revised within said overall limit, in



such manner as may be required during aforesaid period.

**FURTHER RESOLVED THAT** where in any Financial Year during the tenure of the said Whole Time Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

**By order of the board**

For Eiko LifeSciences Limited

Sd/-

**Registered Office**

604, Centrum IT Park,  
Opp. TMC office, Near Satkar  
Grande Hotel, Wagle Estate  
Thane West 400 604

**Laxmikant Kabra**

Chairman

**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 No. 3 to Item No. 7 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. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars") has permitted to conduct the Annual General Meeting through video conferencing ("VC") or other audiovisual means ("OAVM") upto 30th September, 2024. In compliance with the aforesaid MCA Circulars, the 47th Annual General Meeting ("47th AGM" or "Meeting") of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for F.Y. 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories".
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), Bigshare and the Company, a scanned certified true copy of the Board Resolution with attested 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 registered email address to [cs.shravangupta@gmail.com](mailto:cs.shravangupta@gmail.com) with a copy marked to
  - a. [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com)
  - b. [investor.relations@eikolifesciences.com](mailto:investor.relations@eikolifesciences.com)
5. In the 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 Saturday, 21<sup>st</sup> September 2024 to Friday, 27<sup>th</sup> September 2024 (both days inclusive) for the purpose of the 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. 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.
  10. 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.
  11. Members may also note that the Notice of AGM and the Annual Report for the Financial Year 2023-24 will be available on the Company's website [www.eikolifesciences.com](http://www.eikolifesciences.com), or 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 from the website of Bigshare Services Pvt. Ltd at- <https://ivote.bigshareonline.com>
  12. 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).
  13. 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 to avail this facility.
  14. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form 1<sup>st</sup> 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.
  15. 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.
  16. 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, Maharashtra, India, 400604.



17. Detailed instructions for remote E-voting and E-voting during the 47<sup>th</sup> AGM, both forming part of this Notice, are annexed.

**18. Registration as a speaker at the AGM:**

Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as may be, along with their name, DP ID and Client ID number/folio number, email ID, mobile number, to reach the Company's email address at [investor.relations@eikolifesciences.com](mailto:investor.relations@eikolifesciences.com) latest by Saturday, 21<sup>st</sup> September, 2024 (5:00 p.m. IST). Only those members who have registered themselves as a speaker will 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. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good & stable internet speed.

**19. THE INSTRUCTIONS TO STAKEHOLDERS 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. The Company has appointed Bigshare Services Pvt Ltd, to provide VC/OVAM facility for the AGM of the Company. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com)/ 1800 22 54 22
- b. 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 time to time) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Circulars issued by the Ministry of Corporate Affairs (MCA) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India 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 Bigshare Services Pvt. Ltd. to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system on the date of the AGM will be provided by Bigshare.
- c. 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.

- d. The remote e-voting period commences on Wednesday, 25<sup>th</sup> September 2024 (at 9.00 a.m. IST) and ends on and, Friday 27<sup>th</sup> September 2024 (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., 21<sup>st</sup> September 2024, may cast their votes by remote e- voting. The remote e-voting module shall be disabled thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- e. 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., 21<sup>st</sup> September 2024.
- f. 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 [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) However, if he/ she is already registered with Bigshare for remote e- voting then he/ she can use his/ her existing User ID and password for casting the vote.
- g. Mr. Shravan Gupta (ACS: 27484, CP: 9990) proprietor of Shravan A. Gupta & Associates, Company Secretary in Practice, has been appointed to act as the Scrutinizer, to scrutinize the remote e-voting process before and e-voting process during the AGM in a fair and transparent manner.
- h. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-Voting before the AGM) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- i. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.eikolifesciences.com](http://www.eikolifesciences.com) ) and be displayed on the website of Bigshare ([ivote@bigshareonline.com](mailto:ivote@bigshareonline.com)) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.

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

**LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**





Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

#### **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL.**

1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If the user is not registered for IDeAS e-Services, the option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" "Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be

redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

#### **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are- <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e., BIGSHARE, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/ Easiest, option to register is available at- <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a link [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

#### **INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH THEIR DEPOSITORY PARTICIPANTS**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After



Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use ‘Forget User ID’ and ‘Forget Password’ option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.

### LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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***
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example, if folio number is S1***** and EVEN is 119322 for fully paid-up Ordinary (equity) shares then user ID is 119322S1*****

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in the helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.  
NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/ or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’. (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### VOTING METHOD FOR SHAREHOLDERS ON I-VOTE E-VOTING PORTAL:

- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you desire to vote under the dropdown option.
- Click on “VOTE NOW” option which appears on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click



on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive a confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once a vote on a resolution is cast, it cannot be changed subsequently.
- Shareholders can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

**Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all the required details and submit.
- After Successful registration, a message will be displayed with “User id and password will be sent via email on your registered email id”. NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’. (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for Custodian on i-Vote E-voting portal:**

After successful login, Bigshare E-voting system page will appear.

**Investor Mapping:**

First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.

- Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
- Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”. Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- Your investor is now mapped, and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote, select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under the dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is cast, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholders other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at- <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to- <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22

**PROCEDURE FOR JOINING THE AGM/EGM THROUGH VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.





### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM/EGM ARE AS UNDER-

1. The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
2. Only those members/shareholders, who will be present in the AGM/EGM 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/EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

### HELPDESK FOR QUERIES REGARDING VIRTUAL MEETING:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at- <https://ivote.bigshareonline.com> , under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

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

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under Item No. 3 to Item No. 6 of the accompanying Notice.

#### Item No. 3 and 4

#### Approval for appointment of Statutory Auditor of the company

M/s. Thanawala & Company (Firm Registration No. 110948W), Chartered Accountants, have been appointed as Statutory Auditors of the Company for the period of five Financial Years starting FY 2021-22, who shall hold the office till the conclusion of the Annual General Meeting of the Company to be held in year 2026 pursuant to the provisions of Section 139 (2) of the Companies Act 2013 (the "Act"), read with applicable Rules framed thereunder, but the auditor shows his unwillingness to continue as the statutory auditor of the company due to preoccupation in other assignment and have given their resignation. The Board of Directors place on record their appreciation for the services rendered by M/s. Thanawala & Company, Chartered Accountants.

Accordingly, the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 03<sup>rd</sup> September, 2024 proposed the

appointment of P S V Jain & Associates, Chartered Accountants (Firm Registration No. FRN.:131505W) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Thanawala & company ,Chartered Accountant (FRN: 110948W) to hold the office upto the conclusion of 47<sup>th</sup> Annual General Meeting of the Company. Accordingly, consent of the Members is sought for passing the Resolutions as set out in Item No. 3 of the Notice for appointment of M/s. P S V Jain & Associates, Chartered Accountants (Firm Registration No. FRN.:131505W) in the casual vacancy of statutory auditor caused by resignation of M/s Thanawala & company, Chartered Accountant. and payment of remuneration.

The Board of Directors at its meeting held on 03<sup>rd</sup> September,2024 on the recommendation of the Audit Committee, has also considered and recommended M/s. P S V Jain & Associates, Chartered Accountants (Firm Registration No. FRN.:131505W), who were appointed to fill casual vacancy, to the members for appointment as the Statutory Auditor of the Company from the conclusion of the 47th Annual General Meeting till the conclusion of the 52<sup>nd</sup> Annual General Meeting of the Company at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee and approved by the Board of Directors of the Company. Accordingly, consent of the Members is sought for passing the Resolutions as set out in Item No. 4 of the Notice for appointment.

P S V Jain & Associates have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Sections 139, 141 and other relevant provisions the Act and the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Resolutions.

#### Item No. 5

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 in to 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 rupees one thousand crore or ten percent of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company whichever is lower.

The Company proposes to enter into contracts/arrangements with related parties in which the Director is interested in the financial year 2024-25 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 rupees one thousand crore or ten percent of the annual consolidated turnover of the Company for the financial year ended on 31<sup>st</sup> March, 2024, 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 / Promoter/ KMP who are related, if any	Nature of Relationship	Nature of transaction	Amount
1.	Laxmikant Ramprasad Kabra	Director of Eiko LifeSciences Ltd	Director & Promoter	Unsecured Loan	Up to ₹5 Crore
2.	Bhavesh D Tanna	Director of Eiko LifeSciences Ltd	Director & Promoter	Unsecured Loan	Up to ₹5 Crore
3.	Lake City Traders Private Limited	Mr. Siddhant Laxmikant Kabra	Director of Lake City Traders Private Limited	Unsecured Loan	Up to ₹5 Crore
4.	Lenus Finvest Private Limited	Mr. Siddhant Laxmikant Kabra	Director of Lenus Finvest Private Limited	Unsecured Loan	Up to ₹5 Crore
5	M/s Urvi Speciality Chemicals	Mr. Umesh More, Director of Eiko LifeSciences Ltd	Partner in Urvi Speciality Chemicals	Factory Management fees	Up to ₹50 lacs
6	Plutus Capital Management LLP	Mr. Siddhant Laxmikant Kabra	Partner in Plutus Capital Management LLP	Unsecured Loan	Up to ₹5 Crore
7	Centrum Finserve	Mr. Siddhant Laxmikant Kabra	Partner in Centrum Finserve	Unsecured Loan	Up to ₹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.4 of this Notice for approval of the Members.

#### Item No. 6

#### Approval for appointment of Ms. Hasti Doshi as the Independent Director of the company

In accordance with the completion of Mr. Mandar Patil tenure as Independent Director of the Company, it has been resolved to appoint Ms. Hasti Doshi as the new Independent Director in his place. The Brief Profile is annexed as '**Annexure-A**' This appointment is being made effective immediately, in compliance with the applicable provisions of the Companies Act and other relevant regulations.

Ms. Hasti Doshi was appointed as an Additional Independent Director with effect from 03<sup>rd</sup> September, 2024 who holds office up to the date of Annual General Meeting. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013



and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV of the Companies Act, 2013, Ms. Hasti Doshi is proposed to be appointed as an Independent Director with effect from 03<sup>rd</sup> September, 2024 for a period of 5 years. In the opinion of the Board, Ms. Hasti Doshi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director and is independent of the management. Copy of the draft letter for appointment of Ms. Hasti Doshi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company. The Directors recommend the resolution for approval of the Shareholders. Except Ms. Hasti Doshi, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this Resolution.

#### **Item No. 07**

#### **Approve and consider the Remuneration of Mr. Umesh Ravindranath More, whole time Director of the company for the financial year 2024-25:**

Reference to the provision of Section 197, 198 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof. The Board of Directors of the Company at vide their Meeting held on 03<sup>rd</sup> September, 2024, has approved payment of remuneration to Mr. Umesh More , in excess of prescribed limit under Section 197 and other applicable provisions of the act, subject to the approval of the members at this 47<sup>th</sup> AGM provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his remaining tenure as the Whole Time Director of the Company; by way of special resolution.

Hence the Board recommends the resolution for member approval by way of special resolution under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.