



EMMESSAR BIOTECH & NUTRITION LIMITED

29, Kamer Building, 4th floor, 38, Cawasji Patel Street, Fort, Mumbai – 400 001

Tel: 022-35661373/4530 Email: enquiries@ebnl.org Website: www.ebnl.org

Investors Grievance Email: investors@ebnl.org CIN No. L24110MH1992PLC065942

EBN/2022/S-LDF026

July 05, 2022

The Manager
The Department of Corporate Service
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai – 400 001,

Dear Sir / Madam,

Sub: Intimation of Book Closure, Annual General Meeting and E-Voting.
Ref: Scrip Code No. 524768

This is to inform you that the Board of Directors of the Company at its meeting on May 21, 2022, has decided to hold the Annual General Meeting as per the Notice attached:

1. Annual General Meeting:

The Annual General Meeting of the Shareholders of the Company is scheduled to be held on Monday, August 08, 2022 @ 10.30 am through Video Conferencing / Other Audio Visual means (VC/OAVM), on the platform of Link Intime India Pvt Ltd.

2. Book Closure:

Pursuant to provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books will remain closed from Tuesday, August 02, 2022 to Monday, August 08, 2022 (both days inclusive) for the purpose of Annual General Meeting of the Company.

3. E-Voting:

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules as amended up to date and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has decided to provide the facility to members to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Link Intime India Pvt. Ltd (LIPL).
- b). The remote e-voting period will commence on Friday, August 05, 2022 at 9.00 am and ends on Sunday, August 07, 2022 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date i.e. Tuesday, August 02, 2022, may cast their vote electronically.

Regd. Office & Factory: Plot No. T-3/2, MIDC Area, Taloja – 410208. Dist. Raigad. Maharashtra.

Email: enquiries@ebnl.org Website: www.ebnl.org



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You are kindly requested to take this on record.

Thanking you,

Yours faithfully,

For Emmessar Biotech & Nutrition Limited



Priyanka O. Sharma

Company Secretary & Compliance Officer

ICSI Membership No.: A52518

Encl: Notice of the AGM

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirtieth Annual General Meeting** of the Members of **EMMESSAR BIOTECH & NUTRITION LIMITED** will be held through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) on Monday, 08th day of August, 2022 at 10:30 a.m. 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 March 31, 2022 along with the reports of the Board of Directors and the Auditors thereon and in this regard to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- (2) To appoint Dr. (Mrs.) Sarada Srinivasa Raghavan (DIN: 06641146), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment as Director and in this regard to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. (Mrs.) Sarada Srinivasa Raghavan (DIN: 0664114), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- (3) **Regularisation of Additional Director Mrs. Rajalakshmi Srinivasa Raghavan (DIN: 00091382) as the Director of the Company**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 & 161 and all other applicable provisions of Companies Act, 2013 (“Act”), Mrs. Rajalakshmi Srinivasa Raghavan (DIN: 00091382) who was appointed as an Additional Director of the Company with effect from May 21, 2022 and who holds office up to the date of the 30th Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Maharashtra.”

(4) RE-APPOINTMENT OF MR. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR (DIN NUMBER: 00090266) AS MANAGING DIRECTOR:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Section 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made thereunder read with Schedule V of the said Act (including any statutory modifications and re-enactment thereof, for the time being in force), Consent of the members of the Company be and is hereby accorded for reappointment of Mr. **SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR** (DIN: 00090266) as Managing Director of the Company for a further period of five years with effect from 20th April, 2022 to 19th April, 2027, not liable to retire by rotation, on following terms & conditions and remuneration and that the said remuneration shall be paid to him as Minimum Remuneration in the event the Company has no profit or its profits are inadequate in any financial year;

- (i) Salary: Rs. 1,46,410/- (Rupees: One Lakh Forty Six Thousand Four Hundred Ten Only) per month w.e.f. 20th April, 2022 and subsequent 10% increase every year.
- (ii) Perquisites shall be in addition to the salary and shall be restricted to 50% of the salary as mentioned in (i) above to be reckoned on the basis of actual expenditure or liability incurred by the Company as provided under:
 - (a) Company's contribution towards provident fund subject to ceiling of 10% of the salary.
 - (b) Company's contribution towards pension / superannuation fund and such contribution together with the contribution to the Provident Fund shall not exceed 25% of the salary. (The overall ceiling referred to above will be non-inter changeable)
 - (c) Gratuity: (Non-interchangeable) not exceeding one half month's salary for each completed year in service, subject to a ceiling as fixed by the Government.
 - (d) Leave: Not exceeding one month's leave for every 11 months of service and subject to further condition that the leave accumulated but not availed of, will not be allowed to be encashed.
 - (e) Medical Benefit: Reimbursement of expenses incurred for self and family, the total cost of which shall not exceed three month's salary in the block of three years.
 - (f) Free House: Housing accommodation including furniture, fixtures, appliances, gas, water and electricity charges subject to a ceiling of 40% of the salary on the condition that 10% of the salary would be borne by the managerial personnel.
 - (g) Leave Travel Concession: For self and family once in a year by air to any place in India and back (Halting expenses not payable).
 - (h) Car: Free use of Company's car with driver.
 - (i) Personal accident insurance of an amount, the annual premium for which does not exceed Rs 1,000/- per month.
 - (j) Free Telephone facility at the residence.
 - (k) Club Membership subject to a maximum of two clubs.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Committee of the Board, be and is hereby authorized to do all such acts, deeds and things and to alter, amend or vary the terms and conditions of the appointment and remuneration as may be agreed to between the Board of Directors and Mr. **SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR** within such guidelines or amendments as may be made to the Companies Act, 2013, and subject to such approvals as may be required including filing of necessary e-form with registrar of Companies as may be required to give effect to the aforesaid resolution.”

For and on behalf of the Board of Directors

Place: Mumbai
Dated: May 21, 2022

Registered office:
Plot No. T/3/2, MIDC Area
Taloja-410208, Raigad, Maharashtra

Srinivasa Raghavan Mathurakavi Ayyangar
Managing Director
DIN NO. 00090266

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Directors as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022, respectively, (“MCA Circulars”) allowing, inter-alia, conduct of AGMs by Companies through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility upto December 31, 2022, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 30th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company.
3. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and such proxies need not be Members of the Company. 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 and Attendance Slip are not annexed to this Notice.

Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to dinesh.deora@yahoo.com with a copy marked to the Company at investors@ebnl.org and to its RTA at instameet@linkintime.co.in

4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. At the Twenty-Seventh AGM held on September 27, 2019, the Members approved the appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants, Mumbai (Registration No. 109208W) as Statutory Auditors of the Company to hold office from the conclusion of that AGM till the conclusion of the AGM to be held for the Financial Year 2022-23. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the Thirtieth AGM.
6. The relevant details of Directors seeking appointment under Item No. 2 and 3 of the Notice, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereafter referred as the SEBI LODR Regulations, 2015) and Secretarial Standards 2 are also annexed.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 2nd August, 2022 to Monday, 8th August, 2022 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e., August 08, 2022. Members seeking to inspect such documents can send an e-mail to investors@ebnl.org.
9. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company’s Registrar & Transfer Agents.

10. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service:
 - a. any change in their address/ mandate/ bank details
 - b. particulars of their bank account in case the same have not been sent earlier, and
 - c. share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
13. Members who would like to ask any questions on the Financial Statements are requested to send their questions through email on investors@ebnl.org at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. **Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address investors@ebnl.org consenting to send the Annual Report and other documents in electronic form.**
16. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the SEBI LODR Regulations, 2015, as amended, electronic copy of the Notice and Annual Report 2021-22 is being sent to the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form).

As per the MCA General Circular 20/2020 dated 5th May, 2020, the Annual Report 2021-22 will be sent through electronic mode to only those Members whose e-mail IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant.

Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report 2021-22 will be available on the Company's website www.ebnl.org; websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

17. Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.

18. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. Link Intime India Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.
19. Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.

20. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LIPL), on all resolutions set forth in this Notice.

The remote e-Voting period will commence from August 05, 2022 at 09:00 A.M. IST and end on August 07, 2022 at 5:00 P.M IST. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., July 22, 2022, may cast their vote electronically. The voting right 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. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDEAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDEAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.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 hold 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. 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 www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME

and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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 e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. 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. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

v General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/ Mutual Fund/ Corporate Body'.

They are also required to upload a scanned certified true copy of the Board Resolution/ authority letter/ power of attorney, etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the 'Custodian/ Mutual Fund/ Corporate Body' login for the Scrutinizer to verify the same.

During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account. A copy of this Notice has been placed on the website of the Company and the website of Link Intime India Pvt. Ltd.

(B) Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour / Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your Vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Note:

Members who will be present in the Annual General Meeting through InstaMeet 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 facility during the Meeting.

Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

(c) Instructions for Shareholders/ Members to Vote during the Annual General Meeting Through InstaMeet:

Instructions for Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number registered with the Company**

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “**Go to Meeting**” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Note:

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

(d) Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Other Instructions

Mr. Dinesh Kumar Deora, Practicing Company Secretary (Membership No. F5683 COP No. 4119) has been appointed as Scrutinizer for the purpose of remote e-voting and e-voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours 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 authorised by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and Link Intime India Pvt. Ltd. immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited/ National Stock Exchange of India Limited and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office and the Corporate Office.

For and on behalf of the Board of Directors

Place: Mumbai

Dated: May 21, 2022

Registered office:

Plot No. T/3/2, MIDC Area,

Taloja-410208,

Dist. Raigad. Maharashtra

Srinivasa Raghavan Mathurakavi Ayyangar

Managing Director

(DIN 00090266)

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS OF THE ACCOMPANYING NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013.**FOR ITEM NO. 3**

The Board of Directors of the company had appointed Mrs. Rajalakshmi Srinivasa Raghavan (DIN: 00091382) as an Additional (Non-Executive) Director of the Company with effect from May 21, 2022, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of the 30th Annual General Meeting.

Considering the knowledge and experience of Mrs. Rajalakshmi Srinivasa Raghavan, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mrs. Rajalakshmi Srinivasa Raghavan as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mrs. Rajalakshmi Srinivasa Raghavan (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Following are the details of Mrs. Rajalakshmi Srinivasa Raghavan (DIN: 00091382) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

Sr. No	Particulars	Details
1	Age	72 Years
2	Date of Birth	08-07-1950
3	Qualification	B.A (Sociology) Sophia College (Bombay University)
4	Terms and Conditions of Appointment	As per provisions of Companies Act, 2013.
5	Remuneration sought to be paid	NIL
6	Remuneration last drawn	NIL
7	Date of first appointment on the Board	21-05-2022
8	Details of Shareholding in the Company	170413 (3.41%)
9	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	Mrs. Rajalakshmi S. Raghavan is the wife of Mr. Srinivasa Raghavan Mathurakavi Ayyangar, Managing Director of the Company and is mother of Dr. (Mrs.) Anuradha Srinivasa Raghavan and Dr. (Mrs.) Sarada Srinivasa Raghavan, Directors of the Company.
10	Number of Board Meetings Attended during the year (since his appointment as Additional Director)	Nil
11	Details of Directorship in other Companies	Director - Emmessar Technologies Limited (Since 20-07-1984)
12	Membership / Chairmanship of Committees of other Company's Board	Nil

The Board hereby recommends passing of the said resolution set out at item no. 3 by the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR, Dr. (Mrs.) Anuradha Srinivasa Raghavan and Dr. (Mrs.) Sarada Srinivasa Raghavan, is interested or concerned in the aforesaid resolution.

FOR ITEM NO. 4

Pursuant to the provisions of Sections 196, 197,198, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 21st May, 2022, the Board has re-appointed Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR (DIN 00090266) as the Managing Director of the Company with effect from 20th April,2022, for a period of five years.

Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR aged about 74 years holds a Bachelor's degree in Electrical and Electronics from National Institute of Technology Warangal. Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR, is the Chief Promoter of the Company and the Chief Technologist whose expertise in R&D has resulted in the successful development of all the products so far produced by the Company which have received acceptance for their international quality in the world markets. It is his diligence, perseverance and courage that has navigated the Company through extremely difficult and testing times. The Board feels that it is in the best interest of the Company that SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR continues as the Managing Director and the Chief Executive to lead the Company to greater heights of prosperity. Hence he is re-appointed as the Managing Director for the next 5 years.

Considering his association with the Company and adequate experience, the Board recommends confirmation of the re-appointment of Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR as Managing Director of the Company for a period of Five years with effect from 20th April, 2022 on the terms as to remuneration, allowances etc. as set out in the resolution being item No. 4 of the accompanying Notice subject to the approval of the Central Government required, if any, or any other approval as may be required under law.

The Board commends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval by the Shareholders. Except Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR, being the appointee, Dr. (Mrs.) Anuradha Srinivasa Raghavan, Dr. (Mrs.) Sarada Srinivasa Raghavan and Mrs. Rajalakshmi Srinivasa Raghavan, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the Notice.

Following are the details of Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR (DIN 00090266) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is as follows:

Sr. No	Particulars	Details
1	Age	74 Years
2	Date of Birth	01-08-1948
3	Qualification	Bachelor's degree in Electrical and Electronics from National Institute of Technology Warangal
4	Terms and Conditions of Appointment	As mentioned in resolution no. 4 to the Notice
5	Remuneration sought to be paid	As mentioned in resolution no. 4 to the Notice
6	Remuneration last drawn	Rs. 1730300/- during the FY 2021-22
7	Date of first appointment on the Board	17-03-1992
8	Details of Shareholding in the Company	267292 (5.35%)
9	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR is the spouse of Mrs. Rajalakshmi S. Raghavan and is father of Mrs. Anuradha Srinivasa Raghavan and Mrs. Sarada Srinivasa Raghavan, Directors of the Company.
10	Number of Board Meetings Attended during the financial year	4 (Four)
11	Details of Directorship in other Companies	Director - Emmessar Technologies Limited (Since 02-04-2007)
12	Membership/ Chairmanship of Committees of other Boards	Nil

Information as required under Schedule V along-with Notice calling the general meeting is mentioned below:

I General Information:		
1	Nature of Industry	Pharmaceutical Manufacturing
2	Date or Expected date of commencement of commercial production	NA
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4	Financial performance based on given indicators	Forms part of the Directors Report under the para Financial Highlights
5	Foreign investments or collaborations, if any	NA

II Information about the appointees:		
1	Background Details	Refer Explanatory Statement to the Notice
2	Past Remuneration	Refer Explanatory Statement to the Notice
3	Recognition or awards	NA
4	Job Profile and suitability	Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR, is the Chief Promoter of the Company and the Chief Technologist whose expertise in R&D has resulted in the successful development of all the products so far produced by the Company which have received acceptance for their international quality in the world markets. It is his diligence, perseverance and courage that has navigated the Company through extremely difficult and testing times.
5	Remuneration proposed	NA
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by the Mr. SRINIVASA RAGHAVAN MATHURAKAVI AYYANGAR, the remuneration is commensurate with the remuneration packages paid to their similar counterparts in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Refer Explanatory Statement to the Notice

III Other Information:	
1	Reasons for Loss or Inadequate profits:
	Members are hereby informed that the Company is passing this Resolution as a matter of abundant precaution pursuant to Schedule V of the Companies Act, 2013.
2	Steps taken or proposed to be taken for Improvement:
	The Company has already taken steps for implementing series of strategic and operational measures that is expected to result in the improvement as compared to previous years.
3	Expected increase in productivity and profits in measurable terms:
	As mentioned in point no. 1, since the Company is passing the resolution as a matter of abundant precaution, the Management has already taken various initiatives to improve its present position; improve market share and its financial performance. It has been aggressively pursuing and implementing the same which the management is optimistic that it will result in increase in profitability

Place: Mumbai
Dated: May 21, 2022

For and on behalf of the Board of Directors

Registered office:
Plot No. T/3/2, MIDC Area,
Taloja-410208
Dist. Raigad, Maharashtra.

Srinivasa Raghavan Mathurakavi Ayyangar
Managing Director
(DIN 00090266)