



## EICL Limited

(CIN-U26939KL1963PLC002039)

Registered Office: TC-79/4, Veli, Thiruvananthapuram - 695 021, (Kerala)

Corporate Office: 801-803, Tower-B, 8<sup>th</sup> Floor, Global Business Park, M. G. Road, Gurugram – 122 002 (Haryana)

Phone: 0471-4095111, Web: www.eicl.in, Email: sect@eicl.in

### NOTICE

Notice is hereby given that the Fifty Sixth (56th) Annual General Meeting ('AGM') of the members of the Company will be held on Friday, 31st July, 2020 at 11.00 a.m. through Video Conference ('VC')/Other Audio Visual Means (OAVM), 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, 2020, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Karan Thapar (DIN: 00004264), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Sixty One Annual General Meeting and to fix their remuneration:

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. S.N.Dhawan & Co., LLP, Chartered Accountants (Registration No.000050N/N500045), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixty One Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursalment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively".

#### **SPECIAL BUSINESS:**

4. To approve the remuneration of the Cost Auditors for the Financial Year ended March 31, 2020 and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies

Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s A.R. Narayanan & Co. (Regd. No.101421), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2020-21, be paid the remuneration Rs.2,00,000/- plus out of pocket expenses and applicable GST and remuneration of Rs.2,00,000/- paid to M/s A.R. Narayanan for the Financial Year 2019-20 be and is hereby approved and ratified".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

By Order of the Board  
for **EICL LIMITED**

sd/-

**Shalini Chawla**

**Company Secretary**

**ACS 22060**

Place: Gurugram

Date: 12th June, 2020

#### **NOTE :**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Businesses set out in the Notice is annexed.
2. **The share transfer books and register of members of the Company shall remain closed from 25-07-2020 to 31-07-2020 (both days inclusive).**
3. As per Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978, members are hereby informed that, pursuant to the provisions of Investor Education and Protection Fund Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the Investor Education and Protection Fund Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. In this regard, the Company has individually informed the shareholders concerned and also published

notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares to be transferred are uploaded on the "Investors Section" of the website of the Company viz. [www.eicl.in](http://www.eicl.in)

In terms of the provisions of Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company was required to transfer all such equity shares in respect of which dividend has not been claimed by the shareholders for the last seven or more consecutive years to Investor Education & Protection Fund (IEPF). In terms of the Ministry of Corporate Affairs' notification dated October 13, 2017, the process of transfer of such shares was prescribed and accordingly the Company transferring the shares to the demat account of IEPF. During the Financial Year there were no such unpaid dividend and shares to transfer to the IEPF account. The Company will transfer unpaid dividends pending from the year 2013, which completes 7 years on 17th July, 2020 and also shares of the said shareholders whose unpaid dividends are pending continuously for the seven years, to the IEPF account after 17th July, 2020 for which necessary advertisement was published in English daily "Financial Express" and regional daily "Mangalam" on 03-06-2020.

5. The members are requested to notify immediately any change in their bank account detail/their address/E-mail to their Depository Participants (DPs) in respect of shares held in dematerialized form and to the Company or its Registrar & Transfer Agents, in respect of the shares held in physical form together with a proof of address viz. copy of electricity bill/telephone bill/ration card/voter id card/passport etc.
6. All shareholders holding shares in Demat form are requested to inform/update their email ID with the Depository Participant and all shareholders holding shares in physical form are requested to inform their email ID to the Company at its address 801- 803, Tower-B, Global Business Park, M.G. Road, Gurugram - 122002, Haryana and/or Registrar of the Company at its address RCMC Share Registry Pvt. Ltd., B-25/1, First Floor, Okhla Industrial Area, Phase-2, New Delhi -110 020.
7. Members may also note that the Notice of the 56th Annual General Meeting and the Annual Report for the Financial Year 2019-20 will also be available on the Company's website [www.eicl.in](http://www.eicl.in) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [sect@eicl.in](mailto:sect@eicl.in)
8. Voting through electronic means  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies

(Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 56th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

#### **INSTRUCTIONS FOR ATTENDANCE IN AGM DURING COVID-19**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. 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.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of

remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [sect@eicl.in](mailto:sect@eicl.in) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

**The remote e-voting period begins on 28-07-2020 at 9.00 A.M. and ends on 30-07-2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

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

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

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

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding

shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Details on Step 2 is given below:**

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [viswanathan1949@gmail.com](mailto:viswanathan1949@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in

the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [sect@eicl.in](mailto:sect@eicl.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sect@eicl.in](mailto:sect@eicl.in).

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User

ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at **sect@eicl.in**.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **sect@eicl.in**. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Further instructions:

- I. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
  - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : EVEN (E Voting Event Number) **113070** USER ID PASSWORD/PIN
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. A member may participate in the Annual General Meeting even after exercising his/her right to vote through Remote e-voting, but he/she shall not be allowed to vote again at the AGM.
- IV. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

V. Members whose e-mail IDs are registered with the Company and who wish to receive printed copy of the Abridged/full version of the Annual Report may send their request to the Company at its Corporate Office Address 801-803, Tower-B, Global Business Park, M.G. Road, Gurugram-122002 (Haryana).

**VI. The remote e-voting period commences on 28-07-2020 (9.00 AM) and ends on 30-07-2020 (5.00 PM). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24-07-2020, may cast their vote electronically and in case a person who is not a member as on the cut-off date, he/she should treat this notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**

**VII. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date (record date) of 24th July, 2020.**

VIII. Mr. V. Viswanathan of M/s Gopimohan Satheesan & Associates (CP No.10348), Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are the Shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

IX. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of **www.evoting.nsd.com** or call on toll free no.: 1800-222-990 or send a request at **evoting@nsdl.co.in** or contact Ms. Pallavi Mhatre from NSDL at the designated email ids: **evoting@nsdl.co.in** or **pallavid@nsdl.co.in** or at telephone No.: +91 22 24994360/4545/4738.

By Order of the Board  
for **EICL LIMITED**

sd/-

Place: Gurugram  
Date: 12th June, 2020

**Shalini Chawla**  
Company Secretary  
**ACS 22060**

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

### **ITEM NO. 4**

The Board at their meeting held on June 12, 2020 re-appointed M/s. A.R. Narayanan & Co. (Regd. No.101421), Cost Accountant in practice as Cost Auditors of the Company for the Financial Year 2020-21 at a remuneration of Rs.2,00,000/- plus out of pocket expenses and GST. The said appointment and remuneration was also recommended by the Audit Committee. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the

members is sought for passing Ordinary Resolution as set out at Item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2019-20. None of the Directors or Key Managerial Personnel of the Company, or their relatives, is/are concerned or interested in the Resolution at Item No. 5. The resolution mentioned at Item No. 5 of the Notice is recommended for your approval.

By Order of the Board  
for **EICL LIMITED**

Place: Gurugram  
Date: 12th June, 2020

sd/-  
**Shalini Chawla**  
**Company Secretary**  
**ACS 22060**

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