



## 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 Seventh (57<sup>th</sup>) Annual General Meeting ('AGM') of the members of the Company will be held on Tuesday, 17<sup>th</sup> August, 2021 at 11.00 a.m. through Video Conference ('VC')/Other Audio Visual Means (OAVM) deemed to be held at the registered office of the Company, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2021 and the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted;
- (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2021 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Karan Thapar (DIN: 00004264), who retires by rotation and being eligible, offers himself for re-appointment as a Director 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 152 of the Companies Act, 2013, Mr. Karan Thapar (DIN:00004264), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **SPECIAL BUSINESS:**

3. To waive off the recovery of excess managerial remuneration paid to Mr. Suresh Kumar Jain, (DIN:00003500) Ex-Whole-time Director designated as Executive Director of the Company during the Financial Year 2020-21 and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution**.

**"THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act")

read with Schedule V of the Act and the Rules made thereunder, including any statutory modification thereof and, based on the recommendation received from Nomination and Remuneration Committee or any other law, the approval of Members of the Company be and is hereby accorded to seek waiver off the amount paid as managerial remuneration for the period of 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021 to Mr. Suresh Kumar Jain, Ex-Whole Time Director designated as the Executive Director of the Company, as set out in the Explanatory Statement attached hereto and forming part of this notice of the AGM"

**"RESOLVED THAT** Ms. Shalini Chawla, Company Secretary be and is hereby authorized to take necessary steps including steps that are necessary to seek shareholders' approval and filing of necessary forms with Registrar of Companies".

4. To consider re-appointment of Mr. Suresh Kumar Jain (DIN: 00003500) as Non-Executive Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Kumar Jain (DIN : 00003500), Non-Executive Director of the Company, whose period of office is liable to expire on this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation, on a total remuneration as may be decided by the Board".

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions".

5. To consider the appointment of Mr. Firdose Vandrevale (DIN: 00956609) as an Independent Director of the Company as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014,

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Firdose Vandrevale (DIN: 00956609) as an Independent Director of the Company w.e.f. May 25, 2021, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such upto the date of ensuing Annual General Meeting, be and is hereby, appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 years upto the conclusion of the Annual General meeting of the Company in the calendar year 2026”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions”.

6. To approve the remuneration of the Cost Auditors for the Financial Year ended March 31, 2021 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 2021-22, be paid the remuneration ₹ 2,00,000/- plus out of pocket expenses and applicable GST and remuneration of ₹ 2,00,000/- paid to M/s A.R. Narayanan for the Financial Year 2020-21 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: 25 May, 2021

#### NOTES:

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 11-08-2021 to 17-08-2021 (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 the Company had transferred unpaid dividends and 6457 equity shares of the shareholders who have not claimed or encashed their dividend declared by the Company for seven or more consecutive years to the IEPF account .

The Company will also transfer unpaid dividends pending from the year 2014, which completes 7 years on July, 2021 and September, 2021 respectively and also shares of the said shareholders whose unpaid dividends are pending continuously for the seven years, to the IEPF account in the month of August, 2021 and October, 2021 respectively for which necessary advertisement will be published in widely circulated English daily and regional daily.

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 57<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year 2020-21 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 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 57<sup>th</sup> 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 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting 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 there at 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 [www.eicl.in](http://www.eicl.in). 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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on 14-08-2021 at 9:00 A.M. and ends on 16-08-2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10-08-2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10-08-2021.**

**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: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email 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:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: right;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding**

**securities in demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 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, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- 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).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 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 etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 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).
- 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.
- 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 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant manager, [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:**

- 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to the registrar RCMC Share Registry Pvt. Ltd. at [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) or to the company at [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), AADHAAR (self-attested scanned copy of Aadhaar Card) to the Registrar RCMC Share Registry Pvt. Ltd. at [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) or to the Company at [sect@eicl.in](mailto:sect@eicl.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **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 THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

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/have questions may send their questions in advance 24 hours before starting of AGM mentioning their name, demat account number/folio number, email id, mobile number to the Registrar RCMC Share Registry Pvt. Ltd. at [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) or to the Company at [sect@eicl.in](mailto:sect@eicl.in). The same will be replied by the registrar/company suitably.

#### **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 in the covering letter with physical copy of the Annual Report for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD/ PIN

#### **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.

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

Sd/-  
**Shalini Chawla**  
**Company Secretary**  
**ACS: 22060**

Place: Gurugram  
Date: 25 May, 2021

#### **EXPLANATORY STATEMENT**

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

#### **ITEM NO. 3**

Pursuant to the provisions of Section 197(1)(i) read with Schedule V of the Companies Act, 2013, the remuneration payable to any one Managing Director or Whole Time Director or Manager shall not exceed 5% of the Net Profits of the Company. It is further informed that Mr. Suresh Kumar Jain, Ex-Whole Time Director designated as the Executive Director of the Company upto 4<sup>th</sup> November, 2020 has been paid ₹ 118.39 (including Gratuity of ₹ 59.08 Lacs and Leave Encashment of ₹ 7.07 Lacs) for the Financial Year 2020-21 and also paid ₹ 6 Lacs as a Professional Fee being a Non-Executive Director appointed on 4<sup>th</sup> November, 2020 for the period from November, 2020 to March 31, 2021.

It is further informed that in view of the Losses incurred by the Company, the remuneration paid to Mr. Suresh Kumar Jain is

beyond the limit as prescribed under the said Act. Thus, it is proposed to seek waiver off the amount paid to Mr. Suresh Kumar Jain as Managerial Remuneration for the Financial Year 2020-21, as recommended by the Nomination & Remuneration Committee, subject to the approval of the Shareholders of the Company.

Mr. Suresh Kumar Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Disclosure as per Section II to Part II of Schedule V of the Companies Act, 2013 is as follows:

<b>I.</b>	<b>General Information:</b>	
1	Nature of industry	Manufacturing
2	Date or expected date of commencement of commercial production.	Not applicable
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4	Financial performance based on given indicators. (Financial Year 2020-21)	Gross Revenue : ₹ 10,568 Lacs Profit after Tax : ₹ (1,133) Lacs Earnings per Share : ₹ (2.31)
5	Foreign investments or collaborators, if any	Not applicable
<b>II.</b>	<b>Information about the appointee:</b>	
1	Background details	Mentioned above in brief profile of Mr. Suresh Kumar Jain
2	Past Remuneration	₹105.27 Lacs had been paid to Mr. Suresh Kumar Jain as a Whole Time Director designated as Executive Director for the Financial Year 2019-20.
3	Recognition or awards	Nil
4	Job profile and his suitability	He is the Non-Executive Director of the Company and Chartered Accountant with 30 years of Experience
5	Remuneration paid	He is being paid in terms of his remuneration as detailed in this explanatory statement.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He does not have any pecuniary relationship, directly or indirectly, with the Company.
<b>III.</b>	<b>Other information</b>	
1	Reasons of loss or inadequate profits	During the year ended March 31, 2021, revenue of the Company has decreased due to ongoing Mining issues, Lower Market demand and COVID-19 lockdown imposed by government of India This has resulted into loss in terms of Section 198 of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement	The Company would have been in profits had the factors as mentioned in point III (1) above not been there.
3	Expected increase in productivity and profits in measurable terms	The Company has healthy future plans, which should result in stable revenue generation and resulting profitability.

The Board recommends the resolutions set out in Item nos. 3 of the accompanying Notice as special resolution.

This explanatory statement together with the accompanying notice may also be regarded as a disclosure under the Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India.

Hence, the resolutions are submitted for your approval.

Except Mr. Suresh Kumar Jain himself, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

#### ITEM NO. 4

Mr. Suresh Kumar Jain (DIN: 00003500) was appointed as a Non-Executive Director of the Company w.e.f. 04-11-2020 and he would hold office upto the date of ensuing Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Suresh Kumar Jain as a Non-Executive Director of the Company, subject to the approval of the members.

The Company has received Notices U/s 160(1) of the Companies Act, 2013 proposing the appointment of Mr. Suresh Kumar Jain as a Non-Executive Director of the Company, liable to retire by rotation.

Mr. Suresh Kumar Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director. The Nomination & Remuneration Committee of the Board of Directors have recommended the appointment of Mr. Suresh Kumar Jain.

The brief profiles of Mr. Suresh Kumar Jain is given below:-

**Mr. Suresh Kumar Jain (DIN: 00003500)**

Mr. Suresh Kumar Jain, aged about 64 years, is a Chartered Accountant and Fellow member of Institute of Costs Accountants of India. He has been associated with the Company since 1992 and has good knowledge and experience of the businesses carried on by the Company. Mr. Suresh Kumar Jain has rich experience in Finance, Accounts, Taxation and Restructuring etc.

The Company has received from Mr. Suresh Kumar Jain (i) consent in writing to act as Director in Form DIR-2 in terms of Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) consent in writing to act as Director of the Company as per Schedule V of the Companies Act, 2013 and (iii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Considering the background and experience of Mr. Suresh Kumar Jain, the Board is of the opinion that the appointment of Mr. Suresh Kumar Jain as the Non-Executive Director will be beneficial to the Company.

Accordingly, consent of the members is sought by way of ordinary resolution, as set out at item no. 4 of the notice for appointment of Mr. Suresh Kumar Jain (DIN 00003500) as Non-Executive Director.

Electronic copy of the agreement entered between the Company and Mr. Suresh Kumar Jain in respect of terms and conditions of appointment, is available for inspection by the members in the "Reports & Financials" Section of the website of the Company at <http://www.eicl.in>.

Mr. Suresh Kumar Jain is not related to any Director of the Company.

Hence, the resolutions are submitted for your approval.

Except Mr. Suresh Kumar Jain himself, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

**ITEM NO. 5**

The Board, on the recommendation of Nomination & Remuneration Committee, has appointed Mr. Firdose Vandrevale (DIN: 00956609) as an Independent Director on the Board of the Company for a term of 5 years.

Pursuant to the provisions of Section 149 (13), Mr. Firdose Vandrevale will not be liable to retire by rotation. The Company has received a notice in writing from Mr. Firdose under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Mr. Firdose has informed the Company that he was not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Firdose has given a declaration that he met with the criteria of independence as prescribed under Section 149 (6) of the Act.

**Brief Profile of Mr. Firdose Vandrevale**

The Board is informed that Mr. Firdose Vandrevale has done his B. Tech. from IIT, Kharagpur and MBA from Xavier's Labour Relations Institute, Jamshedpur. Mr. Firdose has an extensive experience of about 45 years in the various Companies. In the opinion of the Board of Directors of the Company, Mr. Firdose Vandrevale fulfil the conditions specified in the Companies Act, 2013 and the rules framed thereunder for his appointment as an Independent Director and the proposed Director is independent of the management.

Electronic copy of the letter for re-appointment of Mr. Firdose Vandrevale as an Independent Director in respect of terms and conditions of appointment is available for inspection by the members at the 'Reports & Financials' section of the website of the Company at <http://www.eicl.in>. Mr. Firdose Vandrevale does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Considering his experience and the value he brings, the Board recommends approval of the resolution set out in Item No. 5 of the accompanying Notice as an Ordinary Resolution.

Mr. Firdose Vandrevale is not related to any Director of the Company.

This explanatory statement together with the accompanying notice may also be regarded as a disclosure under the Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India.

Hence, the resolutions are submitted for your approval.

Except Mr. Firdose Vandrevale himself, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

**ITEM NO. 6**

The Board at their meeting held on May 25, 2021 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 2021-22 at a remuneration of ₹ 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2020-21.

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. 6. The Resolution mentioned at Item No. 6 of the Notice is recommended for your approval.

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

Place: Gurugram  
Date: 25 May, 2021

Sd/-  
**Shalini Chawla**  
Company Secretary  
ACS: 22060