



EICL Limited

(CIN-U26939KL1963PLC002039)

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

Corporate Office: 801-803, Tower-B, 8th 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 Sixtieth (60th) Annual General Meeting ('AGM') of the members of the Company will be held on Friday, 12th July, 2024 at 11:30 A.M. (IST) through Video Conferencing ('VC')/Other Audio-Visual Means (OAVM) deemed to be held at the registered office of the Company, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024, along with 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 31st March, 2024 along with 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**:
 - "RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2024 along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted;
 - "RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2024 along with the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To declare the Dividend for the Financial Year ended 31st March, 2024.

To consider, approve and declare the final dividend at the rate of Rs.2/- (100%) per Equity Share for the Financial Year 2023-24.

"RESOLVED THAT a final dividend of ` Rs.2/- (100%) per Equity Share of Rs. 2/- each fully paid-up for the Financial Year 2023-24, as recommended by the Board, be and is hereby approved and declared."
- 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:

- To consider appointment of Mr. Suresh Kumar Jain (DIN: 00003500) as the Executive Director of the Company and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013 and the Articles of Association of the Company and other applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013 and subject to such approvals, sanctions and permissions as may be necessary, and upon the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint Mr. Suresh Kumar Jain (DIN: 00003500) as the Executive Director (Whole Time Director) of the Company for a period of 3 years w.e.f. 1st April, 2024, not liable to retire by rotation, at a remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors (Board shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board and Mr. Suresh Kumar Jain".

"RESOLVED FURTHER THAT notwithstanding the aforesaid ceiling of 5%, in case of absence or inadequacy of profits in any financial year during the tenure of the Executive Director Mr. Suresh Kumar Jain (DIN : 00003500), the remuneration drawn by Mr. Suresh Kumar Jain, Executive Director shall be considered the minimum remuneration subject to the limits specified in Schedule V of the Companies Act, 2013 and if such conditions are not being complied, subject to the approval of the Shareholders."

"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".
- To consider the appointment of Mr. P.H. Kurian (DIN: 00027596) as an Independent Director of the Company 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 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 the appointment of Mr. P.H. Kurian (DIN:00027596) as an Independent Director of the Company w.e.f. 6th February, 2024, 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 (five) consecutive years from the original date of appointment i.e. February 06, 2024 upto February 05, 2029.

“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 31 March, 2024 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 2024-25, be paid the remuneration Rs.1,50,000/- plus out of pocket expenses and applicable GST and remuneration of Rs.1,50,000/- paid to M/s A.R. Narayanan for the Financial Year 2023-24 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”.

7. Keeping registers, returns, etc. at registered office / other place. To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special resolution**.

“RESOLVED THAT pursuant to provisions of Section 94 of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and relevant rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the registers/records to be maintained under section 88 of the Act and copies of the Annual returns filed under section 92 of the Act at the office of Registrar & Share Transfer Agent or Corporate office at 8th Floor, Plaza Tower,

DLF Phase-1, Gurugram 122002, Haryana or at such other place other than the registered office of the Company as the Board may decide from time to time”.

“THAT the corporate office of the Company is shifting from 801-803, Tower-B, Global Business Park, Gurugram-122002, Haryana to 8th Floor, Plaza Tower, DLF Phase-1, Gurugram-122002, Haryana.”

By Order of the Board
for EICL LIMITED

Sd/-
Shalini Chawla
Company Secretary
ACS: 22060

Place: Gurugram
Date: 6th May, 2024

NOTES:

1. Pursuant to the Ministry of Corporate Affairs General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 respectively and subsequent circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs and Companies are allowed to hold Annual General Meeting through VC/OAVM up to September 30, 2024, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 60th AGM of the Company is being held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The deemed venue for the 60th AGM shall be the Registered Office of the Company.
2. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories. The physical Notice along with the Annual Report 2023-24 were sent to the members whose email address are not registered with the Company's Registrar and Share Transfer Agent/Depositories. The Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.eicl.in.
4. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 concerning resolutions vide item No. 4 to 7 in the Notice of this AGM is annexed hereto and forms part of this Notice.
5. Statement giving details of the Directors seeking reappointment is also annexed with this Notice pursuant to the requirement of Secretarial Standard on General Meeting (“SS-2”) issued by Institute of Company Secretaries of India.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is providing facility of Remote e-voting (E-voting from a place other than venue of the Meeting) and E-voting during AGM, to its Members in respect of the business to be transacted at the AGM.

- For this purpose, necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) for convening the 60th AGM through VC/OAVM facility, voting through remote e-voting and e-voting during the 60th AGM. The instructions for the process to be followed for attending, participating and e-voting are forming part of this Notice.
7. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer's e-mail address viswanathan1949@gmail.com with a copy marked to evoting@nsdl.co.in.
 8. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID / password for E-voting is annexed to this Notice.
 9. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to sect@eicl.in from their registered e-mail address.
 10. The Company has appointed Mr. V. Viswanathan, M/s Gopimohan Satheesan & Associates, Company Secretaries as the Scrutinizer for scrutinizing the Remote e-voting and e-voting process to ensure that the process is carried out in a fair and transparent manner.
 11. The Member whose name appears in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e., Friday, 5th July, 2024 will only be considered for the purpose of Remote e-voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, 5th July, 2024. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 12. The Remote e-voting facility commences on Tuesday, 9th July, 2024 at 9:00 A.M. to Thursday, 11th July, 2024 at 5:00 P.M. (both days inclusive). The Remote e-voting shall be disabled by NSDL after the aforesaid period.
 13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 14. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the AGM through E-voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM.
 15. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and password by sending a request at evoting@nsdl.co.in. However, if a Member is already registered with NSDL for remote e-voting and E-voting then existing User Id and password can be used for casting vote.
 16. The facility of joining the e-AGM through VC/OAVM will be opened 30 minutes before the Schedule Time i.e., from 11:00 A.M. and will remain open till 30 minutes, thereafter the scheduled end time of the AGM.
 17. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of 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, and Auditors etc.
 18. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 19. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 20. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, effective October 02, 2018 requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
 21. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or call at 022-48867000 and send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, at designated e-mail IDs: evoting@nsdl.com, who will address the grievances related to electronic voting.
 22. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within two working days of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised who shall countersign the same and declare the results of voting forthwith.
 23. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results shall be declared within two working days of conclusion of the Annual General Meeting of the Company. The results along with Scrutiniser's Report shall be placed on the website of the Company www.eicl.in, website of NSDL (evoting@nsdl.co.in) and by filing with the Stock Exchanges. It shall also be displayed on the Notice Board at the Registered Office of the Company.

24. **The share transfer books and register of members of the Company shall remain closed from Saturday, 6th July, 2024 to Friday, 12th July, 2024 (both days inclusive) in terms of the provision of Section 91 the Companies Act, 2013.**

25. 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.

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 12894 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.

In the month of April, 2024, the company has transferred 4276 equity shares to IEPF. After this transfer as on date the company has transferred 118526 equity shares to the Investor Education and Protection Fund (IEPF).

Pursuant to Section 124(5) of the Companies Act, 2013, the final dividend unpaid/unclaimed for the Financial Year 2015-2016 and 1st interim dividend unpaid/unclaimed for the Financial Year 2016-2017 were transferred to Investor Education and Protection Fund in August, 2023 and December, 2023 respectively during the Financial Year 2023-24. The 2nd interim dividend unpaid/unclaimed for the Financial Year 2016-17 has been transferred to the Investor Education and Protection Fund (IEPF) in April, 2024. The details of shareholders unpaid dividend was already uploaded in the Company's website www.eicl.in.

The Final unpaid dividend of the year 2016-2017 and 1st interim dividend of the Financial Year 2017-2018 will be transferred to IEPF in the month of August, 2024 and December, 2024 respectively for which necessary advertisement will be published in due course of time in widely circulated English daily and regional daily.

26. The Company has fixed Friday, 5th July, 2024 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at

the AGM. The dividend of ₹ 2/- per equity share of ₹ 2 each (100%), if declared at the AGM, will be paid :

- (a) To all the Beneficial Owners as at the end of the day on Friday, 5th July, 2024, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition as of the close of business hours on Friday, 5th July, 2024, in respect of valid requests lodged with the Company.
 - (c) To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
27. 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.
28. 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 at 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.

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

The remote e-voting period begins on Tuesday, 9th July, 2024 at 9:00 A.M. and ends on Thursday, 11th July, 2024 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., Friday, 5th July, 2024, 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 Friday, 5th July, 2024.

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 09 December, 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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 i.e. NSDL 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 & 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 evoting@nsdl.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

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?

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 ‘Shareholder/ Member’ section.
3. 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:
 - 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

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?

1. 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.

2. 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 Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-voting” tab in their login.
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 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 or call on : 022-48867000 or send a request to Ms. Pallavi Mhatre, at evoting@nsdl.com

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to the registrar RCMC Share Registry Pvt. Ltd. at investor.services@rcmcdelhi.com or to the company at 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 or to the Company at sect@eicl.in. If you are an Individual shareholder 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circulars dated 09 December, 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 THROUGH VC/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 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 or to the Company at 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: 6th May, 2024

EXPLANATORY STATEMENT

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

ITEM NO. 4

Mr. Suresh Kumar Jain (DIN: 00003500) was appointed as the Executive Director of the Company by the Board 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 the Executive Director of the Company for a period of 3-years w.e.f. 1st April, 2024, 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 the Executive Director of the Company, not 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.

Additional Disclosures as per SS-2 are as follows: -

Age	67 Years
Qualification	Chartered Accountant
Experience	He has been associated with the Company since 1992 and has good knowledge and experience of the businesses carried on by the Company. He has rich experience in Finance, Accounts, Taxation and Restructuring etc.
Brief Terms and Conditions of Appointment	Executive Director
Date of Appointment of Board	12-09-2022
Remuneration, if applicable	Within the limits of Schedule V, if Board and NRC deems fit.
Shareholding	Nil
Relation with other Directors	No
Membership in Committee	1. Audit Committee - Member 2. Corporate Social Responsibility Committee - Member 3. Nomination & Remuneration Committee - Member 4. Shareholders Grievance Committee - Member

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 wiring 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.

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

I. General Information		
1	Nature of Industry	The Company is engaged in the manufacturing of processed China Clay. The different grades of Clay are used in the Paints, Paper, Rubber, Fiberglass, Ceramics, Tyres, Power Transmission Cables etc.
2	Date or expected date of commencement of commercial production.	Existing Units
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.	The financial performance of the Company is given in Financial Summary of the Board's report.
5	Foreign investments or collaborators, if any	Nil
II. Information about the appointee		
1	Background Details	Chartered Accountant
2	Past Remuneration	Remuneration of Rs.1,00,00,000/- (Fixed Remuneration Rs.40,00,000/- and Variable Remuneration Rs.60,00,000/-) per annum, was paid for the FY 2023-24, as approved by the Nomination and Remuneration Committee and the Board.

3	Recognition or Awards	Nil
4	Job profile and his suitability	Executive Director
5	Remuneration proposed	The proposed remuneration for the FY 2024-25 is Rs.1,35,00,000/- (Fixed Remuneration Rs.90,00,000/- and Variable Remuneration Rs.45,00,000/-) per annum, as approved by the Nomination and Remuneration Committee and the Board.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration to be paid to the Executive Director is lower than the remuneration being paid by the Companies of comparable size in the industry.
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 or with other Directors
III. Other Information		
1	Reasons of loss or inadequate profits	No loss in the current financial year.
2	Steps taken or proposed to be taken for improvement	The management team is taking focused steps towards improving the financial position of the Company.
3	Expected increase in productivity and profits in measurable terms	The management team is vigorously pursuing various strategic initiatives to improve the financial performance, profitability and liquidity of your Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.

Accordingly, consent of the members is sought by way of Special resolution, as set out at item no. 4 of the notice for appointment of Mr. Suresh Kumar Jain as the Executive Director.

Mr. Suresh Kumar Jain (DIN: 00003500) is not related to any Director of the Company.

Hence, the resolutions are submitted for your approval as a **Special Resolution**.

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. P.H. Kurian (DIN: 00027596) as an Independent Director on the Board of the Company for a term of 5 (five) consecutive years from the original date of appointment i.e. February 06, 2024 upto February 05, 2029.

Pursuant to the provisions of Section 149 (13), Mr. P.H. Kurian (DIN:00027596) will not be liable to retire by rotation. The Company has received a notice in writing from Mr. P.H. Kurian under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Mr. P.H. Kurian has informed the Company that he was not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. P.H. Kurian 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. P.H. Kurian

Mr. P.H. Kurian has done his M.Sc. (Chemistry) from Kerala University and a Research Scholar from Indian Institute of Science, Bangalore. He is a retired I.A.S. and during his career he served in General Administration, Rural Development, Tax Administration, School Education, Labour Welfare and Industrial Disputes.

He has vast experiences in the field of Industrial Development, Industrial Financing, Industrial Investment Promotion, Revenue & Land Administration and Disaster Management. After his retirement from

IAS he joined as Chairman of Kerala Real Estate Regulatory Authority.

Electronic copy of the letter for appointment of Mr. P.H. Kurian 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 <https://www.eicl.in>. Mr. P.H. Kurian 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. P.H. Kurian 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 as an **Ordinary Resolution**.

Except Mr. P.H. Kurian 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 6, 2024 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 2024-25 at a remuneration of Rs.1,50,000/- 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 2023-24.

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 as an **Ordinary Resolution**.

ITEM NO. 7

Keeping registers, returns, etc. at registered office / other place in terms of relevant sections under the Companies Act, 2013, subject to shareholders' approval by a special resolution, registers, indexes, certificates, documents and returns can be kept at place other than registered office of the Company. In view of above, the Company for operational and administrative convenience availed the approval of the shareholders at the Annual General meeting held on 14th June, 2017 for keeping the Register of Members, Index of Members and other related returns or documents of the Company at the Office of Registrar & Share Transfer Agent ("RTA") or Corporate Office at 8th Floor, Plaza Tower, DLF Phase-1, Gurugram 122002, Haryana i.e. at place other than the registered office of the Company.

The said corporate office of the Company is shifting from 801-803, Tower-B, Global Business Park, M.G. Road, Gurugram-122002, Haryana to 8th Floor, Plaza Tower, DLF Phase-1, Gurugram-122002, Haryana.

Pursuant to section 94(1) and other applicable provisions of the Companies Act, 2013 ("the Act") read alongwith rules framed thereunder, the Registers under section 88 and annual return filed under section 92 shall be maintained at the registered office of the Company. However the aforesaid Registers, returns and documents may be kept at any other place in India other than at the Registered Office of the Company with approval of shareholders by a special resolution by the members of the Company.

A copy of proposed resolution is being forwarded in advance to the Registrar of Companies ("ROC") as required under section 94(1) of the Companies Act, 2013.

Hence, the resolution is recommended for your approval as a **Special Resolution**.

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

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

Sd/-
Shalini Chawla
Company Secretary
ACS: 22060

Place: Gurugram
Date: 6th May, 2024

