EICL Limited

(CIN-U26939KL1963PLC002039)
Registered Office: TC-79/4, Veli, Thiruvananthapuram - 695 021, (Kerala)
Corporate Office: 8th Floor, DLF Plaza Tower, DLF Phase-1, Gurugram – 122 002 (Haryana)
Phone: 0124-6980840, **Web:** www.eicl.in, **Email:** sect@eicl.in

NOTICE

Notice is hereby given that the Sixty-second (62nd) Annual General Meeting ('AGM') of the members of the Company will be held on Wednesday, 22nd July, 2026 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:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March , 2026, 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, 2026 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**:

   (a) "**RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2026 along with 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 31st March, 2026 along with the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare the Dividend for the Financial Year ended March 31, 2026.

   To consider, approve and declare the final dividend at the rate of ₹ 1.50/- (75%) per Equity Share for the Financial Year 2025-26 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 a final dividend of ₹ 1.50/- (i.e., 75%) per Equity Share of ₹ 2/- each fully paid-up for the Financial Year 2025-26, as recommended by the Board, be and is hereby approved and declared."

3. 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:

4. **Appointment of Dr. Venu Vasudevan (DIN: 01105099) as an Independent Director of the Company**

   To consider the appointment of Dr. Venu Vasudevan (DIN: 01105099) 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 Dr. Venu Vasudevan (DIN: 01105099) as an Additional Director (Non-Executive Independent Director) of the Company w.e.f., 5th November, 2025, 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 up to 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., 5th November, 2025 up to 4th November, 2030".

   "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. **Appointment of Mr. Rakesh Bhartia (DIN: 00877865) as an Additional Director (Non-Executive, Non-Independent) of the Company**

   To consider the appointment of Mr. Rakesh Bhartia (DIN: 00877865) as an Additional Director (Non-Executive, Non-Independent) 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 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(s) thereof for the time being in force), Mr. Rakesh Bhartia (DIN: 00877865), who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company w.e.f., 5th November, 2025 and whose term of office is liable to expire at 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 under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, whose office shall be liable to retire by rotation.

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

6. **Re-appointment of Mr. Firdose Vandrevala (DIN: 00956609) as an Independent Director beyond the Age of 75 years**

To consider and approve the re-appointment of Mr. Firdose Vandrevala (DIN: 00956609) as an Independent Director of the Company beyond the Age of 75 years, 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Firdose Vandrevala (DIN: 00956609), who has attained the age of 75 years, as a Non-Executive Independent Director of the Company, for a Second term of three (3) years w.e.f., 25th May, 2026 to 24th May, 2029, notwithstanding that he has attained the age of 75 years.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient, including filing of requisite forms and returns with the Registrar of Companies, and to take all such steps as may be required to give effect to this resolution."

7. **To approve continuation of Mr. Suresh Kumar Jain (DIN: 00003500) as Executive Director beyond the age of 70 years**

To consider and approve the continuation of Mr. Suresh Kumar Jain (DIN: 00003500) as Executive Director beyond the age of 70 years, 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for continuation of Mr. Suresh Kumar Jain (DIN: 00003500) as Whole-Time Director designated as Executive Director of the Company, upon his attaining the age of 70 years in March 2027, on the existing terms and conditions of his appointment, including remuneration, as approved by the Board of Directors/Nomination and Remuneration Committee from time to time".

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to alter, vary and revise the terms and conditions of the said continuation, including remuneration, in accordance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto".

"RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

8. **Ratification of Remuneration of Cost Auditor**

To approve the remuneration of the Cost Auditors for the financial year ended 31st March, 2026 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus out-of-pocket expenses and applicable GST payable to M/s A.R. Narayanan & Co. (Registration 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 2026–27, be and is hereby approved".

"RESOLVED FURTHER THAT the audit remuneration of 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus out-of-pocket expenses and applicable GST paid to M/s A.R. Narayanan & Co. for the financial year 2025–26 be and is hereby ratified".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things 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: 8th May, 2026

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, 10/2022 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 , September 19, 2024 respectively and subsequent circular No. 03/2025 dated September 22, 2025

issued by the Ministry of Corporate Affairs and Companies are allowed to hold Annual General Meeting through VC/OAVM and allowing this practice until further order, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 62nd AGM of the Company is being held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The deemed venue for the 62nd 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 2025-26 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 2025-26 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 2025-26 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 8 in the Notice of this AGM is annexed hereto and forms part of this Notice.

5. Statement giving details of the Director's seeking re-appointment 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 62nd AGM through VC/OAVM facility, voting through remote e-voting and e-voting during the 62nd 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 cochin@mehta-mehta.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. Arun K Kamalolbhavan, M/s Mehta & Mehta, 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., 15th July, 2026 will only be considered for the purpose of Remote e-voting and 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., 15th July, 2026. 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 19th July, 2026 at 9.00 A.M. (IST) and ends on 21st July, 2026 at 5.00 P.M. (IST)(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). 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 16th July, 2026 to 22nd July, 2026 (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 2025-26 the Company had transferred unpaid dividends and 22334 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 August, 2025 and December, 2025, the company has transferred 22334 equity shares to IEPF. After this transfer as on 31st March, 2026 the company has transferred 169185 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 2017-2018 and 1st interim dividend (declared Final) unpaid/unclaimed for the Financial Year 2018-2019 were transferred to Investor Education and Protection Fund in August,2025 and December, 2025 respectively during the Financial Year 2025-26. The details of shareholders unpaid dividend were already uploaded in the Company's website www.eicl.in.

    The Final unpaid dividend of the year 2023-2024 and Final unpaid dividend of the Financial Year 2024-2025 will be transferred to IEPF in the month of September, 2031 and September, 2032 respectively for which necessary advertisement will be published in due course of time in widely circulated English daily and regional daily.

26. 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.

27. 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 8th Floor, DLF Plaza Tower, DLF Phase – 1, 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 19th July, 2026 at 9:00 A.M. (IST) and ends on 21st July, 2026 at 5:00 P.M. (IST) 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., 15th July, 2026, 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 15th July, 2026.

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.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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 (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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by 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. 3. 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.

	4. 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	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.

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 IDFor 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 companyFor 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 user 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 cochin@mehta-mehta.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: 8th May, 2026

EXPLANATORY STATEMENT

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

ITEM NO. 4

It is hereby informed that Dr. Venu Vasudevan (DIN: 01105099), former Chief Secretary to the Government of Kerala, is an accomplished professional with extensive administrative and leadership experience in various senior capacities within the Government.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Dr. Venu Vasudevan as an Independent Director of the Company for a term of five (5) consecutive years with effect from 5th November, 2025, not liable to retire by rotation,

In terms of Section 149(13) of the Companies Act, 2013, an Independent Director shall not be liable to retire by rotation.

The Company has received a notice in writing from Dr. Venu Vasudevan under Section 160 of the Act, along with the requisite deposit, proposing his candidature for the office of Director. The Company has also received:

- a declaration confirming that he is not disqualified from being appointed as a Director pursuant to Section 164 of the Act;
- a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act; and
- disclosure of his interest in Form MBP-1.

Brief Profile of Dr. Venu Vasudevan

Dr. Venu Vasudevan is a former Chief Secretary to the Government of Kerala and a member of the Indian Administrative Service (1990 batch). He has served both the Government of India and the Government of Kerala across key sectors including tourism, culture, disaster management, and environment.

He has held positions such as Secretary, Cultural Affairs, Government of Kerala, and Joint Secretary in the Ministry of Culture, Government of India. As Director General of the National Museum, he led initiatives aimed at revitalizing the institution, enhancing public engagement, and strengthening academic collaboration. He also served as Vice Chancellor of the National Museum Institute of History of Art, Conservation and Museology.

Following the 2018 natural disaster in Kerala, Dr. Venu was appointed Principal Secretary, Revenue and Disaster Management, where he oversaw large-scale relief and rehabilitation efforts. He later served as Chief Executive of the Rebuilding Kerala Initiative (RKI), working in association with the World Bank to rebuild critical infrastructure in the state.

Dr. Venu has significant expertise in environmental governance. He supervised the preparation of the Coastal Zone Management Plan, 2024, and served as Chairman of the State Coastal Zone Management Authority as well as Member Secretary of the State Environment Impact Assessment Authority.

He has also recently been appointed as Chairperson of the Board of Trustees of the Kochi Biennale Foundation.

In the opinion of the Board, Dr. Venu Vasudevan fulfils the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director and is independent of the management.

Considering his rich experience and expertise, the Board recommends the resolution set out at Item No. 4 of the accompanying Notice for approval by the members as an Ordinary Resolution.

Dr. Venu Vasudevan 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 Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Except Dr. Venu Vasudevan, none of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

Mr. Rakesh Bhartia (DIN: 00877865) was appointed as a Non-Executive Director of the Company with effect from 5th November 2025 and holds office up to the date of the ensuing Annual General Meeting of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Rakesh Bhartia as a Non-Executive Director of the Company, liable to retire by rotation, subject to the approval of the members.

The Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Rakesh Bhartia for the office of Director. The Company has also received:

- his consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- intimation in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Act; and
- confirmation that he is not disqualified from being appointed as a Director under Section 164 of the Act.

The Nomination and Remuneration Committee has recommended his appointment.

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

Age	57 Years
Qualification	Chartered Accountant Company Secretary Cost Accountant
Experience	He has extensive experience in investment and corporate banking, as well as in general management within the manufacturing sector.
Brief Terms and Conditions of Appointment	Non-Executive Director, liable to retire by rotation
Date of Appointment of Board	05-11-2025
Remuneration, if applicable	Nil
Shareholding	Nil
Relation with other Directors	None
Membership in Committee	1. Audit Committee - Member 2. Corporate Social Responsibility Committee - Member 3. Nomination & Remuneration Committee - Member

The Company has also received consent from Mr. Rakesh Bhartia to act as Director in accordance with Schedule V of the Companies Act, 2013.

In the opinion of the Board, considering his qualifications, experience, and expertise, the appointment of Mr. Rakesh Bhartia as a Non-Executive Director will be beneficial to the Company.

Accordingly, the Board recommends the resolution set out at Item No. 5 of the accompanying Notice for approval of the members as an Ordinary Resolution.

An electronic copy of the terms and conditions of appointment of Mr. Rakesh Bhartia is available for inspection by the members under the "Reports & Financials" section on the Company's website.

Mr. Rakesh Bhartia is not related to any Director of the Company.

Except Mr. Rakesh Bhartia, none of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

The Board, on the recommendation of Nomination & Remuneration Committee, has appointed Mr. Firdose Vandrevala (DIN: 00956609) as an Independent Director on the Board of the Company for a term of 5 years w.e.f., 25th May, 2021. Mr. Firdose Vandrevala attained the age of 75 years in October, 2025.

In view of his valuable contribution to the Board and its Committees, and based on the recommendation of the Nomination & Remuneration Committee, it is proposed to appoint Mr. Firdose Vandrevala as an Independent Director of the Company for a further period of three (3) years (Second Term) w.e.f., 25th May, 2026, subject to approval of the shareholders at the ensuing Annual General Meeting.

Pursuant to the provisions of Section 149 (13), Mr. Firdose Vandrevala 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 Vandrevala

It is informed that Mr. Firdose Vandrevala 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 Vandrevala fulfils the conditions specified in the Companies Act, 2013 and the rules framed thereunder for his appointment as Independent Directors and the proposed Director is independent of the management.

Electronic copy of the letter for re-appointment of Mr. Firdose Vandrevala 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 Vandrevala 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. 6 of the accompanying Notice as a Special Resolution.

Mr. Firdose Vandrevala 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 Vandrevala 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 6 of the Notice.

ITEM NO. 7

It is hereby informed that Mr. Suresh Kumar Jain (DIN: 00003500) is currently serving as the Executive Director of the Company and has been associated with the Company for several years, contributing significantly to its growth and operational performance. He was appointed as Executive Director for a period of three years with effect from 1st April, 2024.

It is further informed that he will attain the age of 70 years in March 2027. In terms of Section 196(3)(a) of the Companies Act, 2013, a person who has attained the age of 70 years may continue as a Whole-Time Director only upon passing of a Special Resolution, along with justification for such continuation.

Considering his vast experience, in-depth understanding of the Company's business operations, leadership capabilities, and continued valuable contribution, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, is of the opinion that his continuation as Executive Director beyond the age of 70 years would be in the best interest of the Company.

Accordingly, approval of the members is sought by way of a Special Resolution for the continuation of Mr. Suresh Kumar Jain as Executive Director beyond the age of 70 years.

Except Mr. Suresh Kumar Jain, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution for approval by the members.

ITEM NO. 8

The Board at their meeting held on 8th May, 2026 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 2026-27 at a remuneration of ₹ 1,50,000/- plus out of pocket expenses and GST. The said appointment and remuneration were 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2025-26.

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. 8. The Resolution mentioned at Item No. 8 of the Notice is recommended for your approval as an **Ordinary Resolution**.

By Order of the Board
for EICL LIMITED

Sd/-
Shalini Chawla
Company Secretary
ACS: 22060

Place: Gurugram
Date: 8th May, 2026

Information of Directors being appointed/re-appointed at this AGM, in accordance with provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of notice.

Name of the Director	**Dr. Venu Vasudevan**	**Mr. Suresh Kumar Jain**	**Mr. Rakesh Bhartia**	**Mr. Firdose Vandrevala**
Directors Identification Number (DIN)	01105099	00003500	00877865	00956609
Date of Birth (Age)	20-08-1964 (62 Years)	12-03-1957 (69 Years)	26-02-1969 (57 Years)	17-10-1950 (75 Years)
Original date of appointment	05-11-2025	09-11-2015	05-11-2025	25-05-2021
Qualifications	IAS (Retired)	Chartered Accountant	Chartered Accountant Company Secretary Cost Accountant	B. Tech, MBA
Experience and expertise in specific functional area	He served as the Chief Secretary of the Government of Kerala and earlier held the position of Joint Secretary in the Ministry of Culture. During his tenure at the ministry, he was also associated with major cultural institutions, including the National Museum.	He is associated with the Company since 1992 and has in-depth understanding of the Company's business operations.	He has extensive experience in Investment and Corporate Banking.	He has 45 years extensive experience in various companies like Essar Steel India, Motorola India, Tata Power etc.
Remuneration drawn during FY 2025-26	₹ 1,20,000/- (Sitting Fee)	₹ 1,14,40,000/- (Remuneration)	₹ 27,40,000/- (Sitting Fee/ Consultancy Charges)	₹ 6,47,006/- (Commision/Sitting Fee)
Number of Meetings of Board attended during FY 2025-26	2 Meetings	4 Meetings	4 Meetings	4 Meetings
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil	Nil	Nil
Relationship with other Directors/ KMPs	Nil	Nil	Nil	Nil
Terms and conditions of re-appointment and remuneration	N.A.	Terms & Conditions are same	N.A.	Terms & Conditions are same
Directorships held in other Indian Companies	Detail list available for inspection at the Registered office	Detail list available for inspection at the Registered office	Detail list available for inspection at the Registered office	Detail list available for inspection at the Registered office