

(Note: The business of this Meeting may be transacted through electronic voting system)

NOTICE is hereby given that the Fifth Annual General Meeting of NURECA LIMITED will be held on Wednesday, September 29, 2021 at 09.15 A.M. through Video Conferencing ("VC")/Other Audio-Visual means ("OAVM"), to transact the following business:-

Ordinary Business (es):

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company for the year ended March 31, 2021 and the Report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

RESOLVED THAT Standalone Financial Statements of the Company for the year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company for the year ended March 31, 2021 and the Report of Auditors thereon, circulated to members and laid down before this meeting be and are hereby received, considered and adopted."

2. To Declare Final Dividend on Equity shares for the Financial year ended March 31, 2021 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

RESOLVED THAT pursuant to the recommendation made by the Board of Directors, a Final Dividend @ INR 2 per share (i.e. 20% on the fully paid-up Equity Share of INR 10/- each) of the Company amounting to INR 2,00,00,350/- be declared out of the profits of the company for the financial year 2020-21 and be paid to the members whose names appeared in the Register of Members during the book closure dates i.e. September 23, 2021 to September 29, 2021 (both days inclusive).

FURTHER RESOLVED THAT dividend be paid latest by October 28, 2021 to all the members who are entitled to receive the said dividend."

3. To appoint a Director in place of Mr. Saurabh Goyal (DIN 00136037), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

RESOLVED THAT Mr. Saurabh Goyal (DIN 00136037) who retires from the board at the ensuing Annual General Meeting in accordance with the provisions of the Articles of Association, being eligible and had offered himself for being re-appointed, be and is hereby re-appointed as a director of the company whose period in office will be liable to end by rotation."

Special Business (es):

4. To appoint Dr. Vikram Chaudhery (DIN: 00509297) 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 **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 ('Act') and any other applicable provisions of the Act and the Rules made thereunder and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), including any statutory amendment(s) or re-enactment(s) thereof, Dr. Vikram Chaudhery having Director Identification Number (DIN) 00509297, who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and LODR Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. upto March 28, 2026, and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be deemed proper and expedient to give effect to this Resolution."

5. To appoint Mr. Nitin Ravindra Bidikar (DIN: 02472794) 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 **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 ('Act') and any other applicable provisions of the Act and the Rules made thereunder and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), including any statutory amendment(s) or re-enactment(s) thereof, Mr. Nitin Ravindra Bidikar having Director Identification Number (DIN) 02472794, who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and LODR Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. upto March 28, 2026, and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

6. To appoint Dr. Shrikant Uttam Tamhane (DIN: 08965471) 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 **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 (‘Act’) and any other applicable provisions of the Act and the Rules made thereunder and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’), including any statutory amendment(s) or re-enactment(s) thereof, Dr. Shrikant Uttam Tamhane having Director Identification Number (DIN) 08965471, who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and LODR Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. upto April 14, 2026, and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

7. To appoint Mr. Santosh Kumar Srivastava (DIN: 09168623) as 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 **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Santosh Kumar Srivastava (DIN: 09168623), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 16, 2021 under Section 161 of the Companies Act, 2013 and article of association of the Company and who holds upto the date of Annual General Meeting of the Company in terms of provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

8. To appoint Mr. Santosh Kumar Srivastava (DIN: 09168623) as Whole-time 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, 203 and read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as, “the Act”) and pursuant to the provisions of Memorandum and Articles of Association and subject to the approval of Central Government, if necessary, the consent of the members be and is hereby accorded for the appointment of Mr. Santosh Kumar Srivastava (DIN - 09168623) as a Whole time Director, designated as Director (Compliance) of the company for a period of three years w.e.f June 16, 2021 on the terms and conditions including remuneration in case of inadequate profits or no profits in any financial year, as are set out herein below:

- a. Salary: INR 34,861 (Rupees Thirty-four thousand eight hundred and sixty-one) per month and inclusive of other Allowances as HR policy of the company.
- b. He is also entitled to a bonus equivalent in a financial year, proportionately to his tenure in a year.
- c. Other Perquisites: He will be reimbursed from time to time communication, travel & other such expenses on an actual basis for discharging his official duties for the Company.
- d. He shall be entitled to any other benefits or payables from Company like Gratuity and Leave Encashment.
- e. He shall not be entitled to:
 - (i) sitting fee for the Board/Committee meetings attended by him.
 - (ii) Stock options, in case, any such options provided by the Company

FURTHER RESOLVED THAT in the event of no profits or the profits of the company are inadequate, in any year, the Company may pay aforesaid remuneration to him exceeding the limits specified in the Schedule V of the Companies Act, 2013, in compliance of Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

FURTHER RESOLVED THAT the approval of the members be accorded to the Board of Directors to do all such acts, deeds, matters and things, to take all such steps as may be expedient in this regard including seeking all necessary approvals to give effect to this resolution and to execute all necessary documents, applications, return, forms and writings as may be necessary, proper, desirable or expedient.”

9. Contribution to Bonafide and Charitable Funds etc. in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 (‘Act’) and rules made there under & other applicable provisions (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof and recommendation of the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any duly constituted committee(s) thereof or such other person(s) authorized by the Board), the approval of the members be and is hereby accorded to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, bodies, universities, institutions, societies, trusts, etc. for charitable and other purposes in any financial year of upto a total amount of INR 1,48,00,000/- (One Crores forty Eight Lakhs only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and to authorise any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in this regard.”

By order of the Board of Directors
of **Nureca Limited**

Place: Chandigarh
Date: July 31, 2021

(Saurabh Goyal)
Chairman & Managing Director

NOTES: -

1. Virtual 05th Annual General Meeting (AGM) of the Company:

Considering the surge of COVID-19 pandemic and in order to maintain the social distancing norms as well as to ensure the safety of the public at large, the Ministry of Corporate Affairs ('MCA') has vide its General Circular no. 02/2021 dated January 13, 2021 read with General Circular nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively ('MCA Circulars') permitted to conduct the AGM through VC or OAVM. Further, the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, had given relaxations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") w.r.t. compliances of AGM ('SEBI Circulars').

In view of the aforesaid and in compliance with the MCA Circulars and SEBI Circulars, 05th AGM of the members of the Company is being held through VC or OAVM. Accordingly, members are requested to attend and participate in the AGM through VC/ OAVM.

The venue of the 5th AGM shall be deemed to be the registered office of the Company situated at 128 Gala Number Udyog Bhavan, 1st Floor Sonawala Lane, Goregaon E, Mumbai City MH 400063. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. Explanatory Statement as per Section 102 of the Companies Act, 2013 ('The Act'):

The Statement pursuant to Section 102 of the Act, setting out the material facts in respect of the special businesses under Item Nos. 4-9 is annexed hereto. Also, relevant details with respect of Directors seeking appointment at the AGM, in terms of LODR Regulations and Secretarial Standards on General Meetings, are set out in **Annexure A**, which also form part of this notice.

3. Dispatch of Annual Report through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.nureca.com websites of the Stock Exchanges, i.e BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

4. Attendance at the AGM:

- Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- As per the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf. Since the 5th AGM is being held through VC as per the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Pursuant to the provisions of the Act and the MCA Circulars, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a copy (PDF/ JPG Format) of its Board or Governing Body Resolution/ Authorization etc., to the Company Secretary at cs@nureca.com authorizing its representative to attend and participate in the AGM through VC/OAVM on its behalf & to vote through e-Voting. The Resolution/ Authorization shall be sent not less than 48 (forty-eight) hours before the commencement of the AGM i.e. by 11:00 a.m. on Monday, September 27, 2021.
- Since the AGM is being held through VC / OAVM, the participation of members will be on first-come-first-serve basis. However, the large shareholders (shareholders holding shares more than 2%), Promoters, Directors, Key Managerial Personnel, the Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Statutory Auditors, etc. are allowed to attend the AGM without the restriction on account of first-come-first-serve basis.
- Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied suitably by the Company.

5. Inspection of Documents:

The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to cs@nureca.com with subject line **“Inspection of AGM Documents.”**

6. The Company’s Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are Link In-time India Private Limited having their office at C-101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
7. The Register of Members and Share Transfer Books of the Company will be closed from September 23, 2021 to September 29, 2021 (both days inclusive).
8. The dividend, declared at the Annual General Meeting, would be paid subject to deduction of tax at source on or after October 04, 2021 to those shareholders or their mandates:
 - Whose names appear as Beneficial Owners as at the end of the business hours on September 22, 2021 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form
 - Whose names appear as Members in the Register of Members of the Company after giving effect to valid request(s) received for transmission / transposition of shares lodged with the Company / its Registrar and Share Transfer Agent on or before September 22, 2021.
9. Payment of Dividend through ECS:

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with self-attested copy of PAN and the original cancelled cheque bearing the name of the Member to the Company’s Registrar and Share Transfer Agent, Link In-time India Private Limited at their abovementioned address/Company to update their Bank Account details.

Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

In case, the Company is unable to pay the dividend to any shareholder by the electronic mode due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/ drafts to such shareholder by post.

10. Pursuant to Finance Act, 2020, dividend income has become taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereafter. The shareholders are requested to update their PAN with the Company/ Registrar and Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
11. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by sending an email to cs@nureca.com by September 22, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cs@nureca.com. The aforesaid declarations and documents need to be submitted by the shareholders by September 22, 2021.
12. Please note that the Company is not obligated to apply the beneficial Double Tax Avoidance Agreement (DTAA) rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident shareholder.
13. Members holding shares in physical mode and who have not registered / updated their email addresses with the Company are requested to register / update their email addresses by writing to the Company at cs@nureca.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Aadhaar Card, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
14. Members are requested to:
 - Intimate, along with relevant documents, to the Company’s Registrar and Share Transfer Agent, Link In-time India Private Limited at their abovementioned address, about changes, if any, in their registered addresses at an early date, in case of shares held in physical form.
 - Intimate directly to the respective Depository Participant, about changes, if any, in their registered addresses, nomination, power of attorney etc. at an early date, in case of shares held in dematerialized form. The Company will

not take cognizance of any such requests directly from Members.

- Quote their folio numbers/Client ID/ DP ID in all correspondence.
- Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of

15. In case of any queries regarding the Annual Report, the Members may write to Company Secretary through email at cs@nureca.com by September 22, 2021.

16. Voting through electronic means

- In compliance of provisions of Section 108 of the Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of SEBI LODR Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice, through remote e-voting and e-voting at AGM.
- Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein.

Instructions for Voting through Electronic Mode

- The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted is as under:
- The voting period begins on Sunday, September, 26, 2021 at 9:00 a.m. to Tuesday, September 28, 2021 till 5:00 p.m. both days inclusive. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date of Wednesday, 22th September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the Individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.
- 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. CDSL. Click on CDSL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., CDSL where the e-Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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. 2. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. 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. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on the 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. 6. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . 7. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <p>e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.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.

	<p>3. 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.</p> <p>4. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility.</p> <p>2. 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.</p> <p>3. 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request helpdesk at evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on “Shareholders”.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number, given in Postal Ballot Form, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DIVIDEND BANK DETAILS OR DATE OF BIRTH	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter member ID/folio number in the Dividend Bank details field as mentioned in instruction (3).

- After entering details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Nureca Limited on which you choose to vote. EVSN of the Company is 210824028.

11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
16. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@nureca.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for shareholders attending the AGM through VC/OAVM are as under:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Shareholders who would like to express their views/ask questions by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

Instructions for shareholders for e-voting during the AGM are as under:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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 available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders 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.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- In case you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an **email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542)**. In case the shareholders have any grievances connected with the voting by electronic means, the Shareholders may also call on 0172-5292900 or send a request to Company Secretary by sending an email to cs@nureca.com

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on [022-23058542/43](tel:022-23058542/43).

By order of the Board of Directors
of **Nureca Limited**

Date: July 31, 2021
Place: Chandigarh

(Saurabh Goyal)
Chairman & Managing Director

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to certain ordinary business and the special businesses mentioned in the accompanying Notice of Annual General Meeting:

Item No. 3

Though not statutorily required, the following is being provided as additional information to the Members. Pursuant to the provisions of Section 152 and other applicable provisions of the Act and the Company's Articles of Association, not less than two-thirds of total number of Directors of the Company shall be liable to retire by rotation. One-third of these Directors must retire from office at each AGM, but each retiring Director is eligible for re-election at such meeting. Independent Directors and the Executive Chairman are not subject to retirement by rotation. Accordingly, Mr. Saurabh Goyal is required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment.

Considering Mr. Saurabh Goyal's skills, competencies, expertise and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as a Director of the Company. Additional information in respect of Mr. Saurabh Goyal, pursuant to Regulation 36 of LODR Regulations and the Secretarial Standard on General Meetings (SS-2), is provided at **Annexure A** to this Notice. A brief profile of Mr. Saurabh Goyal is also provided at **Annexure B** to this Notice.

Except Mr. Saurabh Goyal being himself, Mr. Aryan Goyal, Chief Executive Officer, being his relative, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution proposing the re-appointment of Mr. Saurabh Goyal as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

Item No. 4

Based on recommendation of Nomination and Remuneration Committee and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Act and LODR Regulations, the Board of Directors have appointed Dr. Vikram Chaudhery having Director Identification Number (DIN) 00509297 as an additional director in the capacity of Independent Director of the company from March 29, 2021 and he vacates his office at the ensuing Annual General Meeting. The Board has proposed the reappointment of Dr. Vikram Chaudhery as an Independent Director at this Annual General Meeting of the Company for term of 5 years with effect from March 29, 2021, whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has also received a notice in writing from a Member in terms of provisions of Section 160 of the Act proposing the candidature of Dr. Vikram Chaudhery to be appointed as Director of the Company. Further, the Company has also received Dr. Vikram Chaudhery's consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

He will be eligible for payment of sitting fee, as payable to other non-executive directors of the Company. The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company as required in terms of Regulation 46 of the LODR Regulations and available for inspection by the members at the registered office of the Company during business hours.

The company has received the declaration from him that he meets the criteria of Independence as per Section 149 of the Act and LODR Regulations. He has also submitted a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014. He has not resigned from the post of director of a listed entity in last three years. He does not have any relationship with any other director of the company. He does not hold any equity share in the company.

In the opinion of the Board, Dr. Vikram Chaudhery fulfils the conditions specified in the Act, the Rules thereunder and the LODR Regulations for appointment as an Independent Director and that he is independent of the management of the Company. The Nomination and Remuneration will evaluate the performance of all the Independent Directors including Dr. Vikram Chaudhery.

Considering his experience in Life Sciences Venture Studio and Semi-Conductor Equipment Manufacturer, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from March 29, 2021 to March 28, 2026.

Brief particulars of Dr. Vikram Chaudhery, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under Regulation 36 of LODR Regulations and Secretarial Standard-2 are **Annexure-A** to this Notice. A brief profile is also provided at **Annexure B** to this Notice.

Except Dr. Vikram Chaudhery, none of the Directors and Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financial or otherwise, in his re-appointment. He does not have any relation with any other directors or KMPs.

The Board of Directors recommends the resolution proposing the appointment of Dr. Vikram Chaudhery as an Independent Director of the Company, as set out in Item No. 4 for approval of the Members by way of Ordinary Resolution.

Item No. 5

Based on recommendation of Nomination and Remuneration Committee and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Act and LODR Regulations, the Board of Directors have appointed Mr. Nitin Ravindra Bidikar having Director Identification Number (DIN) 02472794 as an additional director in the capacity of Independent Director of the company from March 29, 2021 and he vacates his office at the ensuing Annual General Meeting. The Board has proposed the reappointment of Mr. Nitin Ravindra Bidikar as an Independent Director at this Annual General Meeting of the Company for term of 5 years with effect from March 29, 2021, whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has also received a notice in writing from a Member in terms of provisions of Section 160 of the Act proposing the candidature of Mr. Nitin Ravindra Bidikar to be appointed as Director of the Company.

Further, the Company has also received Mr. Nitin Ravindra Bidikar's consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He will be eligible for payment of sitting fee, as payable to other non-executive directors of the Company. The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company as required in terms of Regulation 46 of the LODR Regulations and available for inspection by the members at the registered office of the Company during business hours. The company has received the declaration from him that he meets the criteria of Independence as per Section 149 of the Act and LODR Regulations. He has also submitted a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014. He has not resigned from the post of director of a listed entity in last three years. He does not have any relationship with any other director of the company. He does not hold any equity share in the company.

In the opinion of the Board, Mr. Nitin Ravindra Bidikar fulfils the conditions specified in the Act, the Rules thereunder and the LODR Regulations for appointment as an Independent Director and that he is independent of the management of the Company. The Nomination and Remuneration will evaluate the performance of all the Independent Directors including Mr. Nitin Ravindra Bidikar.

Considering his experience of more than 29 years of senior management and consulting across the Life Sciences, Pharmaceutical, CRO and KPO companies. The Board of Directors is of the opinion that he will contribute immensely to the Company and it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from March 29, 2021 to March 28, 2026.

Brief particulars of Mr. Nitin Ravindra Bidikar, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under Regulation 36 of LODR Regulations and Secretarial Standard-2 are **Annexure A** to this Notice. A brief profile is also provided at **Annexure B** to this Notice.

Except Mr. Nitin Ravindra Bidikar, none of the Directors and Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financial or otherwise, in his re-appointment. He does not have any relation with any other directors or KMPs.

The Board of Directors recommends the resolution proposing the appointment of Mr. Nitin Ravindra Bidikar as an Independent Director of the Company, as set out in Item No. 5 for approval of the Members by way of Ordinary Resolution.

Item No. 6

Based on recommendation of Nomination and Remuneration Committee and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Act and LODR Regulations, the Board of Directors have appointed Dr. Shrikant Uttam Tamhane having Director Identification Number (DIN) 08965471 as an additional director in the capacity of Independent Director of the company from April 15, 2021 and he vacates his office at the ensuing Annual General Meeting. The Board has proposed the reappointment of Dr. Shrikant Uttam Tamhane as an Independent Director at this Annual General Meeting of the Company for term of 5 years with effect from April 15, 2021, whose period of office shall not be liable to determination by retirement of directors by rotation.

The Company has also received a notice in writing from a Member in terms of provisions of Section 160 of the Act proposing the candidature of Dr. Shrikant Uttam Tamhane to be appointed as Director of the Company. Further, the Company has also received Dr. Shrikant Uttam Tamhane's consent to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

He will be eligible for payment of sitting fee, as payable to other non-executive directors of the Company. The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company as required in terms of Regulation 46 of the LODR Regulations and available for inspection by the members at the registered office of the Company during business hours.

The company has received the declaration from him that he meets the criteria of Independence as per Section 149 of the Act and LODR Regulations. He has also submitted a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014. He has not resigned from the post of director of a listed entity in last three years. He does not have any relationship with any other director of the company. He does not hold any equity share in the company.

In the opinion of the Board, Dr. Shrikant Uttam Tamhane fulfils the conditions specified in the Act the Rules thereunder and the LODR Regulations for appointment as an Independent Director and that he is independent of the management of the Company. The Nomination and Remuneration will evaluate the performance of all the Independent Directors including Dr. Shrikant Uttam Tamhane.

Dr. Shrikant Uttam Tamhane is working as Consultant in Department of Endocrinology at REID HEALTH, Richmond, IN, US since August 2017.

He has overall experience of 3 years' Experience as Assistant Professor of Medicine at MAYO CLINIC, US and completed three year residency in Internal Medicine. He has rich experience of seventeen years in the field of medical, clinical and medicines.

He will contribute immensely to the Board deliberations and the Company will be benefitted out of his vast experiences in the field of medical, clinical and medicines. Being in this Sector, Dr. Shrikant Uttam Tamhane fulfills the requirement of his role in the company.

Brief particulars of Dr. Shrikant Uttam Tamhane, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under Regulation 36 of LODR Regulations and Secretarial Standard-2 are **Annexure-A** to this Notice. A brief profile is also provided at **Annexure B** to this Notice. Except Dr. Shrikant Uttam Tamhane, none of the Directors and Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financial or otherwise, in his re-appointment. He does not have any relation with any other directors or KMPs.

The Board of Directors recommends the resolution proposing the appointment of Dr. Shrikant Uttam Tamhane as an Independent Director of the Company, as set out in Item No. 6 for approval of the Members by way of Ordinary Resolution.

Item No. 7 and 8

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, have appointed Mr. Santosh Kumar Srivastava (DIN: 09168623) as Additional Director of the Company from June 16, 2021 and he vacates his office at the ensuing Annual General Meeting. The Board has proposed the reappointment of Mr. Santosh Kumar Srivastava as regular Director at the Annual General Meeting of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.

He has also been appointed a Whole time Director designated as Director (Compliance) for a period of three years w.e.f June 16, 2021 on the terms and conditions as set out in respective resolutions in case of no profit or inadequate profits during the respective tenure.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013. The Board recommends the Special Resolution as per item no. 8 of the accompanying Notice for the approval of the Members.

He does not hold any shares in the Company.

Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013

The particulars of the information, pursuant to the provisions of Schedule-V, Part-II, Section-II, Clause (A) of the Act are as under:

I. General Information

(1) Nature of Industry

Home healthcare and wellness products.

(2) Date or expected date of commencement of Business operation

Not applicable as Company is an existing company and have already commenced the Business operations.

(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 and as provided in clause (2) above.

(4) Financial performance based on given indicators - as per audited standalone financial results for the year ended 31st March, 2021

Particulars	(INR in Million as on March 31, 2021)	(INR in Million as on March 31, 2020)
Net Turnover & Other Income	2161.48	994.87
Net profit as per Statement of Profit & Loss (After Tax)	465.34	64.10
(Including other comprehensive income)		
Profit as computed under Section 198 of the Act	624.93	86.23
Net Worth	1632.92	149.70

(5) Foreign investments or collaborations, if any

Nil

II. Information about the appointee

(1) Background details

Mr. Santosh Kumar Srivastava, joined the Company as Whole-time Director designated as Director (Compliance) with effect from June 16, 2021. Mr. Santosh Kumar Srivastava had served in Indian Air Force. He has rich experience in supervising, planning, operation, training, administration and professional ability to take initiative and strong decision.

(2) Past remuneration during the financial year ended 31st March, 2021

Not applicable, fresh appointment with effect from June 16, 2021.

(3) Recognition or awards

Career profile already covered in the section "Background details".

(4) Job Profile and his suitability

Mr. Santosh Kumar Srivastava, Whole Time Director, will be responsible for looking after Compliances of the Company. Taking into consideration his qualifications and expertise in relevant fields, he is best suited for the responsibilities currently assigned to him by the Board of Directors.

(5) Remuneration proposed

As set out in proposed resolution 8 of the Notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile of Mr. Santosh Kumar Srivastava and the responsibilities assigned, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed to be paid to him, Mr. Santosh Kumar Srivastava does not have any other pecuniary relationship with the Company or relationship with any of its managerial personnel.

III. Other Information

(1) Reasons of loss or inadequate profits

Not applicable, as the Company has posted a net profit after tax (including other comprehensive income) of INR 465.43 Million for the year ended 31st March, 2021. It cannot be guaranteed that the company will not incur losses in ensuing financial years. Thus, it cannot be guaranteed that the company will have sufficient profits as per section 197 to pay proposed remuneration to Whole time Directors. Therefore, the Board of Directors are in view to obtain approval of shareholders as per the provisions of Schedule V of the Act.

(2) Steps taken or proposed to be taken for improvement:

The Board of Directors and company will, in their best endeavor, try to improve the performance of the company in terms of adequate profits to pay remunerations to its managerial personnel.

(3) Expected increase in productivity and profits in measurable terms:

Given the magnitude of the surge of corona virus pandemic and its impact on the operations of company as in the case of global economy, it would be difficult to estimate the exact impact of pandemic on operations as of now. The company is taking all the necessary precautionary measures to tackle with the challenges thrown by this unprecedented crisis.

IV. Disclosures

Additional information in respect of Mr. Santosh Kumar Srivastava pursuant to the Secretarial Standards on General Meetings (SS-2) is provided at **Annexure A** to this Notice. A brief profile of Mr. Santosh Kumar Srivastava is also provided at **Annexure B** to this Notice.

Except Mr. Santosh Kumar Srivastava, none of the Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 7 and 8 of the Notice.

The Board of Directors recommends the resolutions proposing the appointment of Mr. Santosh Kumar Srivastava as a regular, as set out in Item No. 7 for approval of the Members by way of Ordinary Resolution as well as his appointment as a Wholetime Director designated as Director (Compliance) as set out in Item No. 8 for approval of the Members by way of Special Resolution.

Item 9

It was proposed to incur CSR expenditure in the field of education of deprived children. In this regard, the CSR Committee of the company had identified Takshashila Education and Medical Charitable Trust, Surat, Gujrat ("Takshashila") within the framework of the provisions of the Companies Act, 2013. The Takshashila runs schools affiliated to the CBSE Board as well as State Board in tribal area of Mangrol and Umarpada Taluka of Surat of Gujrat. These schools are upto higher secondary in the streams of Science and Commerce with different laboratories and libraries for each stream. It also provides free education to poor and tribal children at Umarpada as well as in Kosamba. The said schools are also engaged in providing extra curriculum activities to the children like karate, boxing, skating, dance, drawing, and paintings etc. for their overall development. The tranche of INR 1,48,00,000/- (Rupees One Crore Forty Eight Lakhs Only) on April 10, 2021 has been made to Takshashila towards CSR contribution.

With reference to amendment dated January 22, 2021 in the Companies Act, 2013 (“Act”) and rules made thereunder effective from April 01, 2021, which mandates the Takshashila has to file E-Form CSR-1 to get CSR Registration before undertaking CSR Activities. However, the said E-Form CSR-1 was not available on website of the Ministry of Corporate Affairs (“MCA”) till April 28, 2021. The Takshashila confirmed to the company vide their letter dated July 31, 2021 that due to technical glitches and despite their best efforts, they were not able to get the CSR registration. They will ensure to get the registration soon.

Since, Takshashila was unable to get its’ CSR registration before accepting CSR contribution from the Company, the management of the company is not sure whether the contribution to Takshashila will be allowed under CSR activities or not. Therefore, to avoid the situation of being Non-Compliant, the company is of the view to propose to get approval from members for said Contribution under Section 181 of the Act, which states that the Companies are authorized to contribute to bonafide and charitable funds and in case of contribution is in excess of 5% of the Company’s average net profits during the three immediately preceding financial years, it requires approval of the members of the Company. The Board of Directors of the Company at its meeting held on July 31, 2021, have considered, approved and recommended to the shareholders to authorize to make contributions in financial year 2021-22 for a total amount of upto INR 1,48,00,000/- (Rupees One Crore Forty Eight Lakhs Only).

None of the directors and/or key managerial personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed resolution, except to the extent of their shareholding in the Company, if any. The Board recommends the ordinary resolution, as set out in item no. 9 of the notice, for approval of the shareholders.

By order of the Board of Directors
of **Nureca Limited**

Date: July 31, 2021
Place: Chandigarh

(Saurabh Goyal)
Chairman & Managing Director

Annexure-A

Additional Information on Directors seeking Appointment/Re-appointment at the 05th Annual General Meeting [Pursuant to Regulation 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and [SS - 2 Secretarial Standards on General Meetings]

Name of Director	Mr. Saurabh Goyal	Mr. Santosh Kumar Srivastava	Dr. Vikram Chaudhery	Mr. Nitin Ravindra Bidikar	Dr. Shrikant Uttam Tamhane
Director Identification Number (DIN)	00136037	09168623	00509297	02472794	08965471
Age	35 Years	49 years	34 years	53 years	39 years
Qualification	Master Degree in Science	Bachelor’s degree in Arts from IGNOU and Diploma in Pharmacy	Masters and Bachelors in Electrical Engineering Ph.D in Electrical engineering and Biological System Engineering	B.Sc. in Chemistry D. Pharmacy B.Sc. in Medical Sociology	Master of Business Administration, Concentration Bachelor of Medicine and Bachelor of Surgery
Date of appointment	February 11, 2017	June 16, 2021	March 29, 2021	March 29, 2021	April 15, 2021
Experience	He has over a decade of experience in the healthcare & life sciences industry.	He had served in Indian Air Force for 26 years.	He has experience of two years in the field of Lifesciences	He has overall experience of more than 29 years of senior management and consulting experience across the Life Sciences, Pharmaceutical	He has gained 3 years’ Experience as Assistant Professor of Medicine at Mayo Clinic, US and completed three-year residency in Internal Medicine
Relationship with the Directors/ Managerial personnel, if any	Brother of Chief Executive officer of the Company.	He does not have any relationship with the Directors/Managerial Personnel	He does not have any relationship with the Directors/Managerial Personnel	He does not have any relationship with the Directors/Managerial Personnel	He does not have any relationship with the Directors/Managerial Personnel

Directorship in other Companies	He is a Director in Five Companies	He does not Hold any Directorship in any other Company	He is a Director in One Company	He does not Hold any Directorship in any other Company	He does not Hold any Directorship in any other Company
Board Meetings	During the financial year 2020-21, 12 (Twelve) meetings of the Board of Directors had been held and all meetings were attended by him.	Joined on June 16, 2021. Accordingly, No meeting had been attended by him during the Financial year 2020-21	Joined on March 29, 2021. Accordingly, No meeting had been attended by him during the Financial year 2020-21	Joined on March 29, 2021. Accordingly, No meeting had been attended by him during the Financial year 2020-21	Joined on April 15, 2021. Accordingly, No meeting had been attended by him during the Financial year 2020-21
Committee Membership/ Chairmanships	He is a Chairman of Management Committee and member of Audit Committee Stakeholder Relationship Committee	He does not hold Committee membership/ Chairmanships in any other company	He is a member of Audit Committee He does not hold Committee memberships/ Chairmanships in any other company	He does not hold Committee memberships/ Chairmanships in any other company	He does not hold Committee memberships/ Chairmanships in any other company
Shareholding in Nureca Limited	3,499,979	Nil	Nil	Nil	Nil

Notes:

- Information pertaining to remuneration paid to the Directors who are being appointed/re-appointed or whose terms of remuneration are being revised and the number of Board Meetings attended by them during the year 2020-21, wherever applicable, have been provided in the Corporate Governance Report forming part of the Annual Report.

Annexure-B**Brief Profile of Directors seeking appointment/Re-appointment at the 05th Annual General Meeting to be held on September 29, 2021**

- Mr. Saurabh Goyal** is the chairman and Managing Director of the Company since September 03, 2020. He is a seasoned professional and manages external and internal customer touch-points along with driving up operational efficiencies. He is responsible for the overall success of the business. He did Master's Degree in Sciences from Kings College, London and has over a decade of experience in the healthcare & life sciences industry. His extraordinary organizational and leadership skills have helped Nureca achieve its leadership position as a global digital healthcare devices company.
- Dr. Vikram Chaudhery** is Chief Operating Officer and Co-Founder of General Inception, a Life Sciences Venture Studio and Principal of Genoa Ventures, an Early stage Life Sciences Fund. He has experience of two years as Head of Life Sciences at Lam Research, a Fortune 500 Semi-Conductor Equipment Manufacturer and of four years at various positions McKinsey and Company Fortune's list of top 10 most important private companies.
- Mr. Nitin Ravindra Bidikar** has overall experience of more than 29 years of senior management and consulting experience across the Life Sciences, Pharmaceutical, CRO and KPO companies such as Deloitte, India, KPMG, India, Goldshield India, subsidiary of Goldshield Group, Plc UK, Dolphin Laboratories, Mumbai, Charak Pharmaceuticals Limited, Mumbai and SMS Formulation Exports. Presently he is working as Senior Advisor to Deloitte India and Global since 2017.
- Dr. Shrikant Uttam Tamhane** did Bachelor of Medicine and Bachelor of Surgery from Maharashtra University of Health Sciences, B. J. Medical College, Pune, India. Presently, he is working as Consultant in Department of Endocrinology at REID HEALTH, Richmond, IN, US since August 2017. He has 3 years' Experience as Assistant Professor of Medicine at MAYO CLINIC, US and completed three year residency in Internal Medicine. He has rich experience of seventeen years in the field of medical, clinical and medicines.
- Mr. Santosh Kumar Srivastava** had served in Indian Air Force for 26 years. He has rich experience in supervising, planning, operation, training, administration and professional ability to take initiative and make strong decisions. He is well versed with Compliances related to administrative work. He had provided professional assistance to various personnel with respect to administrated and other corporate compliances.

By order of the Board of Directors
of **Nureca Limited**

Place: Chandigarh
Date: July 31, 2021

(Saurabh Goyal)
Chairman & Managing Director