



NURECA LIMITED

CIN : L24304MH2016PLC320868

Registered Office : Office No.101, 1st Floor, Udyog Bhavan Sonawala Lane,
Goregaon East, Mumbai, Maharashtra - 400063; **Phone :** 0172-5292900

Website : www.nureca.com, **E-mail :** cs@nureca.com

NOTICE

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

Notice is hereby given that the **Ninth Annual General Meeting of NURECA LIMITED** will be held on **Monday, June 16, 2025 at 10:30 A.M.** through Video Conferencing ("VC")/Other Audio-Visual means ("OAVM") and the venue for the meeting shall be deemed to be Registered Office of the Company situated at Office No.101, 1st Floor, Udyog Bhavan, Sonawala Lane, Goregaon East Mumbai, Maharashtra – 400063, to transact the following business.

Ordinary Business

1. **To receive, consider and adopt the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of Auditors thereon.**

To consider and, if thought fit, to pass the following as an **Ordinary Resolution :**

"RESOLVED THAT the Standalone Financial Statements of the Company for the financial year ended March 31, 2025, the Reports of the Board of Directors and Auditors thereon and the Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Report of Auditors thereon, circulated to the Members and laid down before this meeting be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Mr. Saurabh Goyal (DIN:00136037), who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following as an **Ordinary Resolution :**

"RESOLVED THAT Mr. Saurabh Goyal (DIN:00136037), who retires by rotation and, being eligible for re-appointment, be and is hereby appointed as Director of the Company."

Special Business

3. **Appointment of M/s Singhi & Co, Chartered Accountants (FRN 302049E) as the Statutory Auditors of the Company.**

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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s **Singhi & Co**, Chartered Accountants (Firm Registration No. FRN 302049E), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of conclusion of the ensuing 9th AGM to be held in 2025 till the conclusion of 14th AGM to be held in 2030 at such remuneration as may be approved by the Audit Committee/

Board of Directors of the Company from time to time.

RESOLVED Further That the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

4. **Appointment of Secretarial Auditors :**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), as amended from time to time, M/s. A Arora & Co., Practicing Company Secretaries, be and are hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-2026 to financial year 2029-2030, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors."

5. **Re-appointment of Ms. Charu Singh (DIN:07822158) as an Independent Director**

To consider and, if thought fit, to pass the following Resolution as a Special 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"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Charu Singh (DIN:07822158), who was appointed as an Independent Director of the Company, effective October 21, 2020, to hold office up to October 20, 2025, and who is eligible for being re-appointed as an Independent Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 21st October, 2025 to 21st October, 2030 (both days inclusive)."

6. **Re-appointment of Ms. Ruchita Agarwal (DIN:08941249) as an Independent Director**

To consider and, if thought fit, to pass the following Resolution as a Special 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"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-

enactment(s) thereof for the time being in force], Ms. Ruchita Agarwal (DIN:08941249), who was appointed as an Independent Director of the Company, effective October 29, 2020, to hold office up to October 28, 2025, and who is eligible for being re-appointed as an Independent Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 29th October, 2025 to 29th October, 2030 (both days inclusive)."

7. Re-appointment of Mr. Vijay Kumar Sharma (DIN:02449088) as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special 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"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Vijay Kumar Sharma (DIN:02449088), who was appointed as an Independent Director of the Company, effective October 21, 2020, to hold office up to October 20, 2025, and who is eligible for being re-appointed as an Independent Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 21st October, 2025 to 21st October, 2030 (both days inclusive)."

8. Reappointment of Mr. Rajinder Sharma (DIN:00317133) as Whole Time Director of the Company:

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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s), enactment(s) or re enactment(s) thereof for the time being in force), consent be and is hereby accorded for the re-appointment of Mr. Rajinder Sharma (DIN: 00317133) as a Whole-time Director of the Company for another term of 5 (Five) years from 28th May, 2025 to 28th May, 2030 at a remuneration of Rs.3,00,000/- (Three Lakhs Only) (and also including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period,

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to alter or vary any or all of the terms, conditions of Mr. Rajinder Sharma as approved within the limits specified in Schedule V to the Act, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company and Nishu Kansal, Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

9. Approval for remuneration of Mr. Aryan Goyal, Whole Time Director & CEO(DIN: 00002869) for his remaining term :

To consider and, if thought fit, to pass the following as a Special Resolution :

"**RESOLVED THAT** pursuant to the provisions of Section 196,197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee, the approval of the Members be and is hereby accorded for the payment of remuneration to Mr. Aryan Goyal (DIN:00002869), Whole-Time Director& CEO of the Company, for his remaining term till May 28,2027, on the following terms and conditions.

- a) Salary: 1,80,00,000/- (Rupees One Crore and Eighty Lacs only) per annum and be broken into various components as per HR policy of the Company.

He shall be entitled to increment in salary of not more than 20% in the month of April every year over the previous financial years' salary.

Perquisites : He shall be entitled to perquisites like the benefit of rent free accommodation for self and family or house rent allowance in lieu thereof, medical reimbursement, club fees, personal accident insurance, life insurance, telephone, travel expenses including hotel and food charges to himself and his family and/or such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules, 1962, being restricted to C25 lacs per annum.

Provided that the category and components of such perquisites which are capped at Rs.25 lacs per annum shall be subjected to the HR policy of the Company, which shall be subject to modification to adopt best industry practices and in line with Industry benchmark.

He shall be entitled to on actual basis:

- i. company maintained car with driver for official purpose.
- ii. official travel expenses including business class air tickets, five-star hotel stay and food charges;
- iii. for official conduct of the Company, communication, travel & other such expenses, on an actual basis, will be incurred by the Company from time to time.
- iv. all other allowances / facilities as per the HR Policy of the Company, which shall be subject to modification to adopt best industry practices and in line with Industry benchmark.

RESOLVED FURTHER THAT other terms and conditions of his service are, as applicable to other employees, as per HR manual of the Company.

RESOLVED FURTHER THAT in the event of adequate profits in any year, the Nomination and Remuneration Committee of the Board, may pay bonus in addition to aforesaid remuneration, to Mr. Aryan Goyal and that bonus shall be paid in compliance with Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Aryan Goyal, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Aryan Goyal, the above remuneration as the minimum remuneration for a period not exceeding three years from the date of

appointment by way of salary, perquisites and other allowances and benefits as specified above subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT in addition to the perquisites referred above, he will be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

Contribution to Annuity Fund, to the extent these, singly or put together, are not taxable under the Income Tax Act, 1961.

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

Any other perquisites, which is specifically provided in the Companies Act, to be excluded for the purpose of computation of the ceiling on remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise the remuneration and perquisites of Mr. Aryan Goyal from time to time within the limits prescribed under the Companies Act, 2013 and/or as approved by shareholders, without requiring further approval of the shareholders.

RESOLVED FURTHER THAT any of the directors of the company and/or the Ms. Nishu Kansal, Company Secretary and Compliance Officer, be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

10. To approve scheme of arrangement for Merger of Nureca Technologies Private Limited (Transferor Company) with Nureca Limited (Transferee Company) and their respective shareholders and creditors under sections 230-232 of Companies Act, 2013, read along with Rules made there under and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made there under (including any statutory modification or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Article of Association of the Company and subject to such other approvals, permissions and sanctions of Ministry of Corporate Affairs as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by Ministry of Corporate Affairs or other authorities while granting consents, approvals and permissions which may be agreed to by the Board of Directors of the Company ("Board") which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution, the arrangement embodied in the Scheme of Arrangement for Merger of PFC Nureca Technologies Private Limited (Transferor Company) with Nureca Limited (Transferee Company) and their respective shareholders and creditors ("Scheme"), placed before this meeting and initiated by the Chairman of the meeting for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by

the Ministry of Corporate Affairs while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

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

Sd/-

(Saurabh Goyal)

Chairman & Managing Director

Date: 05.05.2025

Place: Chandigarh

NOTES

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

- The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 113 of the Companies Act, 2013, Body Corporates / Institutional / Corporate Members intending for their authorized representatives to attend the Annual General Meeting are requested to send to the Company, at cs@nureca.com with a copy marked to prince.chadha88@gmail.com and helpdesk.evoting@cdslindia.com from their registered Email ID

a scanned copy of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.nureca.com. The Notice can also be accessed from the 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. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is Alankit Assignments Limited, 205-208 Anarkali Complex Jhandewalan Extension, New Delhi -110055, Tel No.: 011-42541234, 011-23552001, Email : rt@alankit.com, Website : www.alankit.com.
8. The Register of Members and Share Transfer Books of the Company will be closed from **Tuesday, June 10, 2025 to Monday, June 16, 2025 (both days inclusive)** for the purpose of Annual General Meeting for Financial year ended March 31, 2025.
9. In view of the "Green Initiatives in Corporate Governance" introduced by the Ministry of Corporate Affairs and in terms of the provisions of the Companies Act, 2013, Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository participant(s).
10. Attendance of the Members participating in the 9th AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to IEPF, constituted by the Central Government. Accordingly, the final dividend amount for the Financial Year 2020- 21 remaining unclaimed shall become due for transfer on November 4, 2028 and the Interim dividend amount for the Financial Year 2021-22 remaining unclaimed shall become due for transfer on March 20, 2029 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of the Companies Act, 2013. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company on the website of the Company www.nureca.com.
12. General instructions for accessing and participating in the 9th AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting:-
 - a) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Monday, June 09, 2025**, shall be entitled to avail the facility for remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting

rights as on cut-off date, shall treat this Notice as intimation only.

- b) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of 9th AGM by email and holds shares as on the cut-off date i.e. **Monday, June 09, 2025** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of AGM by following the procedure mentioned below.
- c) The remote e-voting will commence on **Friday, June 13, 2025 at 9:00 A.M.(IST) and will end on Sunday, June 15, 2025 at 5:00 P.M.(IST)**. During this period, the Members of the Company holding shares as on the cut-off date i.e. **Monday, June 09, 2025**, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- d) Once the vote on a resolution is casted by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
- e) The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. **Monday, June 09, 2025**

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 13th June, 2025 (Friday) at 09:00 AM(IST) and ends on 15th June, 2025 (Sunday) at 05:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 9th of June 2025 (Monday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating

seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New(Token) Tab. 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 e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New(Token) Tab. and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is 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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

| 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 at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|--|
| PAN | <ul style="list-style-type: none"> Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <ul style="list-style-type: none"> 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 the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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/ EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker 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). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7**

days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@nureca.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. 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** at cs@nureca.com /RTA at rta@alankit.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 21 09911.

Other Information:

1. The Company has appointed Mr. Prince Chadha, proprietor of M/s P. Chadha & Associates, Practicing Company Secretary, to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the AGM, in a fair and transparent manner.
2. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than not later than two (2) working days of the conclusion of the AGM or three days, whichever is earlier, a consolidated Scrutinizer's Report of the total votes casted in favor or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.
3. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nureca.com and on

the website of CDSL www.evotingindia.com, immediately after declaration of the result and shall also be communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

4. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment, is annexed as **Annexure A**.
5. 'Register of Directors & Key Managerial Personnel and Register of Contracts or Arrangements in which Directors are interested and all other documents referred to in the accompanying Notice and Explanatory Statement can be obtained for inspection by writing to the Company at its e-mail id cs@nureca.com till the date of AGM.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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

Sd/-

(Saurabh Goyal)

Date: 05.05.2025

Place: Chandigarh

Chairman & Managing Director

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Appointment of Statutory Auditors

The term of existing Statutory Auditors M/s B S R & Co. LLP, Chartered Accountants, (Firm registration no. 101248W/W- 100022) is completing at the ensuing 9th AGM of the Company. Hence, Board of Directors of the Company upon recommendation of the Audit Committee in its meeting held on 05th May, 2025 considered and approved the appointment of M/s Singhi & Co, Chartered Accountants (FRN 302049E) as Statutory Auditors pursuant to Section 139 of the Companies Act, 2013 and other applicable provisions, in place of retiring auditors, subject to approval of the members in the ensuing 9th AGM. M/s Singhi & Co, Chartered Accountants (FRN 302049E) have confirmed their eligibility to be appointed as the Statutory auditors of the company under Section 139 read with Section 141 of the Companies Act, 2013. . M/s Singhi & Co will hold office for a period of 5 (five) consecutive years from the conclusion of the ensuing Ninth Annual General Meeting of the Company to be held in 2025 till the conclusion of the Fourteenth Annual General Meeting to be held in 2030 subject to the approval by the Shareholders at the ensuing Annual General Meeting. Singhi & Co, Chartered Accountant has been in the profession for over 80 years and is one of the well-respected audit firms in the country. They provide varied services which include assurance, risk advisory, taxation, corporate finance, etc. They serve multiple listed companies and have tremendous experience in the field of audit. Singhi & Co. has over 26 partners with 8 offices across the country. They are Indian members of Moore Global network. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditor from time to time .None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested,

financially or otherwise, in the resolution set out at Item No. 3 The Board recommends the resolution set forth in Item No. 3 for the approval of Members as an Ordinary Resolution.

Item No. 4

The Board of Directors, at its meeting held on May 05, 2025, on the recommendation of the Audit Committee, has approved the appointment of M/s. A Arora & Co., Practicing Company Secretaries, as Secretarial Auditors, to conduct a secretarial audit of the Company pursuant to the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for a term of five consecutive years starting from the financial year 2025-2026 to financial year 2029-2030, at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time . A Arora & Co is a sole proprietorship firm registered as a practicing company secretaries firm with the Institute of Company Secretaries of India (ICSI) for over 3 decades. It has immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Due Diligence, and Capital Market Transactions, serving as consultants and auditors to a wide range of companies including listed, unlisted public and private companies and several government companies/corporations for several years. A. Arora & Co's key offerings other than Secretarial Audit functions also include setting up companies, approvals from all the government departments including approvals from the Registrar of Companies, Regional Director-Ministry of Corporate Affairs, Reserve Bank of India (RBI), Foreign Exchange Regulations. M/s.A Arora & Co., Practicing Company Secretaries, have confirmed that they are eligible for appointment as Secretarial Auditors, are free from any disqualifications, are working independently with the Company. The Board recommends the passing of the Resolution as set out in Item No. 4 as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in passing of the resolution mentioned in Item No. 4 of the Notice.

Item No. 5, ITEM NO. 6 & ITEM NO. 7

Proposal:

Ms. Charu Singh (DIN:07822158), Ms. Ruchita Agarwal (DIN:08941249) and Mr. Vijay Kumar Sharma (DIN:02449088) was appointed as Independent Directors on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), by the Shareholders at the 4th Annual General Meeting of the Company held on 30th October, 2020. They hold office as Independent Directors of the Company ("first term") in line with section 149(10) and (11) of the Act as under:

| Sr. No. | Name of the Director | Hold Office for the First Term | |
|---------|------------------------|--------------------------------|--------------------------------|
| | | From | To |
| 1. | Ms. Charu Singh | 21 st October, 2020 | 20 th October, 2025 |
| 2. | Ms. Ruchita Agarwal | 29 th October, 2020 | 28 th October, 2025 |
| 3. | Mr. Vijay Kumar Sharma | 21 st October, 2020 | 20 th October, 2025 |

The Nomination and Remuneration Committee ("NRC") at its Meeting held on 05th May, 2025 on the basis of performance evaluation of

Independent Director and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma during their tenure, has recommended to the Board that their continued association as Independent Director of the Company would be beneficial to the Company.

The performance evaluation of Independent directors were based on various criteria, inter-alia, including their attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired regarding the Company's business, understanding of industry and global trends, etc.

Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma possess the core skills/expertise/ competencies identified in the Company's business and sectors for it to function effectively.

Based on the above and the performance evaluation of Independent directors, the Board at its Meeting held on 05th May, 2025 has recommended the re-appointment of Ms. Charu Singh (DIN:07822158), Ms. Ruchita Agarwal (DIN:08941249) and Mr. Vijay Kumar Sharma (DIN:02449088) as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term as under:

| Sr. No. | Name of the Director | Period of Second Term 5 (five) consecutive years commencing: | |
|---------|------------------------|---|--------------------------------|
| | | From | To |
| 1. | Ms. Charu Singh | 21 st October, 2025 | 21 st October, 2030 |
| 2. | Ms. Ruchita Agarwal | 29 th October, 2025 | 29 th October, 2030 |
| 3. | Mr. Vijay Kumar Sharma | 21 st October, 2025 | 21 st October, 2030 |

Other information:

Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma do not hold any Ordinary (Equity) Shares in the Company.

The NRC has identified certain skills and capabilities required by the Directors of the Company. The skill sets possessed by Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma are aligned to those identified by Nomination and Remuneration Committee of the Company.

Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma stating that they meet the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and the Listing Regulations. Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma are not debarred from holding office of Directors pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma, fulfils the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the management.

The Board is of the view that the knowledge and experience of Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma will be of immense benefit and value to the Company and, therefore, recommend their re-appointment to the Members.

Save and except Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma themselves, and their relatives to the extent of

their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 5, 6 & 7 of the Notice. Ms. Charu Singh, Ms. Ruchita Agarwal and Mr. Vijay Kumar Sharma are neither inter-se related to each other nor related to any other Director / KMP of the Company.

The Board recommends the Special Resolutions set out at Item Nos. 5, 6 & 7 of the Notice for approval of the Members.

Item No.8

Mr. Rajinder Sharma has been the Director of the company since 2022. He has extensive experience across industries . He was subsequently appointed as a Whole-time Director of the Company with effect from 28th May, 2022. The prevailing 3 (Three) year term of Rajinder Sharma (DIN: 00317133) as a Whole-time Director of the Company which commenced from 28th May, 2022 expires on 28th May, 2025. The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 05th May, 2025 and subject to the approval of members of the Company, re-appointed Mr. Rajinder Sharma, as a Whole-time Director of the Company for a further period of 5 (Five) years w.e.f. 29th May, 2025. Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the re-appointment of Mr. Rajinder Sharma, as a Whole-time Director of the Company, to the Members for their approval. Except Mr. Rajinder Sharma, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.8 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Integrated Annual Report of the Company.

Item No.9

Mr. Aryan Goyal is the Chief Executive Officer of Nureca Limited since September 3, 2020. He holds a bachelor's degree in Science (Chemical Engineering) from Prude University, USA and has over 15 years of experience in the healthcare & life sciences industry.

The Board of Directors, on recommendation of the Nomination and Remuneration Committee, at their meeting held on May 28, 2022, appointed Mr. Aryan Goyal as Whole-time Director of the Company designated as Whole-time Director & Chief Executive Officer for a period of 5(five) years with effect from May 28, 2022 . Since in the FY 2022-23 and FY 2023-24 the company had inadequate profits and in such a case the remuneration can be paid for a maximum of period of 3 (Three) years so there was a need to take shareholders approval again for approving the remuneration of Mr. Aryan Goyal for his remaining term .

In terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members by way of Special Resolution is required where the overall remuneration payable to individual executive director being promoter or part of promoter group exceeds 5 crore or 2.5% of the net profits of the company, whichever is higher; or the aggregate annual remuneration payable to all the executive directors being promoter or part of promoter group exceeds 5% of the net profits of the company.

Therefore, the Board of Directors recommends the resolution in respect of remuneration of Mr. Aryan Goyal as Whole-time Director & CEO of the Company as set out in Item No. 9 for approval of the Members by way of a Special Resolution in terms of the Companies

Act, 2013, Schedule V and 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosure under applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings has been annexed hereto and marked as Annexure A.

Statement as required under Schedule V of the Companies Act, 2013 has been annexed hereto and marked as Annexure B.

It is the considered view of the Board that Mr. Aryan Goyal's remuneration as Whole-time Director of the Company. Accordingly, the Board recommends passing of the Resolutions at Item No. 9 of the Notice as an Special Resolution .

Except Mr. Aryan Goyal (being himself) and Mr. Saurabh Goyal, Chairman & Managing Director (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 resolutions set out at Item No. 9

Item No.10

The following statement sets out the material facts under sections 230(3), 231(1) and (2) of the Companies Act, 2013 read with applicable rules of the companies (compromises, arrangements and amalgamations) rules, 2016 relating to the special business mentioned in item No. 10 of the accompanying Notice:

The Board of Directors of Nureca Technologies Private Limited("NTPL") and Nureca Limited ("NL")accorded its in-principle approval for merger of NTPL with NL in their respective Board meetings held on 05th May,2025 respectively. Thereafter, a scheme setting out in detail the terms and conditions of the arrangement for the proposed Merger between "Nureca Technologies Private Limited (Transferor Company) with Nureca Limited (Transferee Company)" and their respective shareholders was approved by the Board of Directors of the respective Companies at its meeting held on 20th May,2025 respectively .The report as placed and approved by the Board in its meeting held on 20th May,2025 is available on the website of the company at [Investor Relations- Disclosures under Regulation 46 of the LODR Regulations - Nureca Limited](#) and is also available for inspection at the registered and corporate office of the company during business hours.

This Annual General Meeting of the Equity Shareholders of Nureca Limited (hereinafter referred to as the "Transferee Company" as the context may admit), is being convened also for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of merger among Nureca Technologies Private Limited (Transferor Company) with Nureca Limited (Transferee Company) and their respective shareholders ("Scheme"), under Sections 230 to 232 of the Companies Act, 2013 (the "Act")(including any statutory modification or re-enactment or amendment thereof) read with the rules issued there under by Ministry of Corporate Affairs.

Annexure—A

Details of Director (s) seeking appointment/re-appointment/Variation/ Revision in terms of remuneration at the Annual General Meeting as required under Regulation 36(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard – 2

| Name | Charu Singh | Ms. Ruchita Agarwal | Mr. Vijay Kumar Sharma | Mr. Rajinder Sharma | Mr. Aryan Goyal |
|---|--|--|--|---|---|
| DIN | 07822158 | 08941249 | 02449088 | 00317133 | 00002869 |
| Age (Years) | 39 yrs | 41 yrs | 66 yrs | 60 yrs | 41 yrs |
| Nature/ Experience in functional area | Ms. Charu officially assumed the role of Director within our Company on October 21, 2020. With a professional history spanning over seven years in accounts and finance, she has accrued valuable experience at Price Waterhouse & Co and GE India Business Services, notably as Assistant Manager for India Transfer Pricing CoE. Additionally, she has contributed as an Ad-Hoc Assistant Professor in the Department of Commerce at Vivekananda College. Her academic credentials encompass a Bachelor's degree in Commerce from the University of Delhi, a Master's degree in Commerce specializing in Business Policy and Corporate Governance from IGNOU, and an MBA in International Business from Punjab University. She further enhances her qualifications with certification as a company secretary from the Institute of Company Secretaries of India. | Ms. Ruchita has served as a Director of our Company since October 29, 2020. With experience at J.P. Morgan Chase and Dow Jones Consulting, she has brought over five years of expertise to her role. | Mr. Vijay Kumar Sharma has been a director of our company since October 21, 2020. Prior to this role, he served as the Managing Director and Chief Executive Officer of LIC Housing Finance Limited from 2010 to 2013. Subsequently, in 2013, he assumed the role of Managing Director at the Life Insurance Corporation of India, eventually ascending to the position of Chairman from 2016 to 2018. Additionally, he holds positions on the boards of Reliance Power Limited, Tata Steel Limited, and Mahindra & Mahindra Financial Services Ltd. | Mr. Rajinder Sharma has an overall experience of more than 25 years in the field of compliance management and administration. | Mr. Aryan Goyal started his healthcare and lifesciences journey in 2005 immediately after his bachelors degree in Chemical engineering from Purdue University ,USA.He dedicated nearly a decade to fostering growth at one of Indias prominent pharmaceutical companies .By 2017 fuelled his enterprenurial drive he developed Nureca .He boasts over 15 years of expertise in healthcare and lifesciences. |
| Qualification | She holds a Bachelor's degree in commerce from the University of Delhi, a Master's degree in Commerce specializing in Business Policy and Corporate Governance from IGNOU, and an MBA in International Business from Punjab University. She further enhances | She holds a bachelor's degree in commerce from the University of Pune and a Global MBA specialising in Finance from the S.P. Jain Center of Management, Singapore. | Post-graduate from Patna University. | Undergraduate | He holds a bachelor's degree in Science in Chemical Engineering from Purdue University, USA and has over 15 years of experience in the healthcare & life sciences industry |

| Name | Charu Singh | Ms. Ruchita Agarwal | Mr. Vijay Kumar Sharma | Mr. Rajinder Sharma | Mr. Aryan Goyal |
|---|---|---|---|--|--|
| | her qualifications with certification as a company secretary from the Institute of Company Secretaries of India. | | | | |
| Terms and Conditions of Appointment & Last Remuneration | Sitting Fees @Rs.10,000/- for every meeting of the Board and @Rs.,1000/- for every Committee thereof.Last Remuneration paid :In the F.Y. 2024-25 Ms. Charu was paid a sitting fees of Rs. 49000/- | Sitting Fees @Rs.10,000/- for every meeting of the Board and @Rs.,1000/- for every Committee thereof. Last Remuneration paid :In the F.Y. 2024-25 Ms. Charu was paid a sitting fees of Rs.59000/- | Sitting Fees @Rs.1,00,000/- for every meeting of the Board . Last Remuneration paid :In the F.Y. 2024-25 Ms. Charu was paid a sitting fees of Rs.560000/- | Salary of Rs. 25,000/- per month and inclusive of other allowances as per HR Policy of the Company. Mr. Rajinder Sharma is entitled to receive reimbursement of travel, communication and other expenses, as may be incurred by him for discharging his official duties.Last remuneration drawn (FY 2024-25): Rs. 3,00,000 (Rupees Three Lakhs only) | Remuneration of Rs.1.8 crore p.a. alongwith other perquisites and allowances as per the HR Policy of the company. Last remuneration drawn: Rs.1,96,60,450/- |
| Remuneration sought to be paid | Sitting Fees @Rs.10,000/- for every meeting of the Board and @Rs,1000/- for every Committee thereof. | Sitting Fees @Rs.10000/- for every meeting of the Board and @Rs,1000/- for every Committee thereof. | Sitting Fees @Rs.1,00,000/- for every meeting of the Board. | Rs.300000/- p.a. | Rs.1.8 crore p.a. alongwith other perquisites and allowances as per the HR Policy of the company. |
| Directorship in other companies including Listed Companies | 1. Alphabetz ventures private limited | Nil | Independent Director in 1. Reliance Power Limited, 2. Tata Steel Limited, and 3. Mahindra & Mahindra Financial Services Ltd 4. Ambuja Foundation | 1. Nectar Biopharma Private Limited 2. Nureca Technologies Private Limited 3. Nureca Healthcare Private Limited | 1. Nectar Biopharma Private Limited 2. Nureca Technologies Private Limited 3. Nureca Healthcare Private Limited 4. Trumom Private Limited 5. Rhinobeet Private Limited 6. Mirasan Private Limited |
| Membership of Committees of other Companies including Listed Company (Audit Committee / Nomination Remuneration Committee / Stakeholders Relationship Committee | Nil | Nil | Audit Committee- Mahindra & Mahindra Financial Services Ltd Reliance Power Limited Nomination and Remuneration Committee- Mahindra & Mahindra Financial Services Ltd Reliance Power Limited Tata Steel Limited Stakeholder Relationship Committee Meeting- Reliance Power Limited Mahindra & Mahindra Financial Services Ltd | NIL | NIL |



| Name | Charu Singh | Ms. Ruchita Agarwal | Mr. Vijay Kumar Sharma | Mr. Rajinder Sharma | Mr. Aryan Goyal |
|---|------------------|---------------------|------------------------|---------------------|--|
| No. of Shares held in the Company | Nil | Nil | Nil | Nil | 7,23,353(Fully paid-up shares) |
| First Appointment by the Board | October 21, 2020 | October 29, 2020 | October 21, 2020 | May 28, 2022 | May 28, 2022 |
| Relationship with other Director, Manager & KMP | Nil | Nil | Nil | Nil | Mr. Aryan Goyal is related to Mr. Saurabh Goyal (MD & Chairman of Nureca Limited) Relationship-Brother |
| Board Meeting attended (F.Y. 2024-25) | 4 | 5 | 5 | 1 | 4 |

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I. General Information:

| | |
|--|--|
| Nature of industry | The Company is engaged in the business of home healthcare and wellness products. |
| Date or expected date of commencement of services | Not applicable as the Company is an existing company and have already commenced the Business operations. |
| In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable |

Standalone Financial Performance:

(Rs. in Millions)

| Particulars | F.Y. 2022-23 | F.Y. 2023-24 | F.Y. 2024-25 |
|---|--------------|--------------|--------------|
| Total Income from Operations (Net) | 1,190.64 | 1050.85 | 1271.80 |
| Total Expenses | 1,300.21 | 1083.54 | 1276.40 |
| Profit/Loss Before Tax | (109.57) | (32.69) | (4.60) |
| Profit/Loss After Tax | (84.22) | (24.42) | (6.68) |

Foreign investments or collaborations, if any: Nil

II. Information about the appointee whose remuneration is being approved:

| Particulars | Mr. Aryan Goyal | Mr. Rajinder Sharma |
|--|--|--|
| Background details | Mr. Aryan Goyal is the Chief Executive Officer of the Company since September 3, 2020. He holds a bachelor's degree in Science in Chemical Engineering from Purdue University, USA and has over 15 years of experience in the healthcare & life sciences industry | Mr. Rajinder Sharma was on the Board of the Company (as Non-Executive Director) from November 2018 till July 2021. He has an overall experience of more than 25 years in the field of compliance management and administration. |
| Remuneration received in FY 2024-25 | Rs. 1,96,60,450/- (Rupees One Crore Ninety-Six Lakh Sixty Thousand Four Hundred Fifty Only) | Rs. 3,00,000/- (Rupees Three Lakhs only) |
| Recognition or awards | Mr. Aryan Goyal, was awarded "Top 40 under 40" of the Indian healthcare ecosystem by BW Business world. | NIL |
| Job profile and his suitability | Mr. Aryan Goyal, Whole-time Director & Chief Executive officer is responsible for corporate affairs, risk management, etc. Taking into consideration his qualification and expertise, the Board of Directors has bestowed the above responsibilities to Mr. Aryan Goyal. | Mr. Rajinder Sharma, Whole-time Director will be responsible for looking after Compliances of the Company. Taking into consideration his experience, he is best suited for the responsibilities currently assigned to him by the Board of Directors. |
| Remuneration proposed | As set out in proposed resolutions No. 9 of the Notice. | As set out in proposed resolutions No. 8 of the Notice. |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Apart from receiving managerial remuneration, Mr. Aryan Goyal holds 7,23,353 Equity Shares in the Company. Mr. Aryan Goyal is related to Mr. Saurabh Goyal (MD & Chairman of Nureca Limited)- Brother | Besides remuneration paid / proposed to be paid to Mr. Rajinder Sharma, he does not have any other pecuniary relationship with the Company or relationship with the managerial personnel. |

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the size of the Company, the profile of the Directors (Mr. Aryan Goyal and Mr. Rajinder Sharma), the responsibilities assigned to them and the industry benchmarks, the remuneration proposed to be paid to them is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.



III. Other information:

Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in services and profits in measurable terms:

The major reason for loss had been the Post covid era which led to a substantial fall in the sales of the company .The management has already started making efforts to increase the sales and to again convert to profitable margins.

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

IV. **Disclosures:** The remuneration package of the appointees is fully described in the Explanatory Statement as stated above. The requisite details of remuneration etc., of Directors are included in the Corporate Governance Report forming part of the Annual Report of Financial Year 2024-25 of the Company.

Additional information in respect of Mr. Saurabh Goyal, Mr. Aryan Goyal and Mr. Rajinder Sharma pursuant to the Secretarial Standards on General Meetings (SS-2) is provided at Annexure A to this Notice. 1