NURECA

NURECA LIMITED

CIN: L24304MH2016PLC320868
Registered Office: Andheri West B-205, Bldg -42, B wing, Dhanashree heights, Azad Nagar Sangam CHS, Andheri West, Mumbai – 400053; **Phone:** 0172-5292900
Website : www.nureca.com, **E-mail :** cs@nureca.com

NOTICE (To be read along with the Addendum to the Notice of the 10th AGM.)

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

Notice is hereby given that the **Tenth Annual General Meeting** of **NURECA LIMITED** will be held on **28th July 2026 at 11:30 A.M. (IST)** 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 Andheri West B-205, Bldg -42, B wing, Dhanashree heights, Azad Nagar Sangam CHS, Andheri West, Mumbai – 400053, 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, 2026 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, 2026 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, 2026, 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, 2026 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. Aryan Goyal (DIN: 00002869), who retires by rotation and being eligible, offers himself for re-appointment. (Due to the resignation of Mr. Aryan Goyal as Whole time Director & CEO of the company w.e.f. July 01, 2026, this agenda item has become infructuous, and accordingly the revised agenda item enclosed as per the addendum to the notice of the AGM)**

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

   "**RESOLVED THAT** Mr. Aryan Goyal (DIN: 00002869), who retires by rotation and, being eligible for re-appointment, be and is hereby appointed as Director of the Company."

Special Business

3. **Reappointment of Mr. Saurabh Goyal (DIN 00136037) as Managing Director of the Company for a period of three years.**

   To consider and, if thought fit, to pass the following 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 Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Memorandum and Articles of Association and subject to the approval of Central Government, if necessary, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, notice in writing received from a member proposing his candidature for the office of the Director, the consent of the Members be and is hereby accorded to the re-appointment of Mr. Saurabh Goyal (DIN 00136037) as Managing Director of the Company for a period of three years w.e.f. September 3, 2026, who shall be liable to retire by rotation, on the terms and conditions and remuneration including to pay remuneration in case of inadequate profits or no profits in any financial year, as are set out herein below:

1. **Salary**: INR 1,80,00,000/- (Rupees One Crore Eighty Lacs only) per annum and be broken into various components as per HR Policy of the Company.
2. He shall be entitled to increment in salary of not more than 20% in the month of April every year over the previous financial year's salary.
3. **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, actual leave 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 INR 25 Lakh 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.
4. He shall be entitled to on actual basis:
   a) company maintained car with driver for official purpose.
   b) official travel expenses including business class air tickets, five-star hotel stay and food charges.
   c) 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.
   d) all other facilities, as may be required, to ensure that he will be able to discharge his duties smoothly.

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

a) He shall also be entitled to earned leave as per the rules of the Company. Encashment of unavailed leave shall not be included in the ceiling on managerial remuneration and shall be paid at the end of tenure /service in accordance with the applicable laws and company's policies.
b) Provident Fund contribution and related benefits, wherever applicable, shall be governed in accordance with the provisions of the Employees' Provident Funds and

Miscellaneous Provisions Act, 1952 and applicable Income Tax provisions, as amended from time to time.

c) The gratuity payable to him shall form part of retirement benefits and shall be administered in accordance with applicable laws and company policies prevailing from time to time.

d) 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 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 Remuneration Committee of the Board, may ay bonus, in addition to aforesaid remuneration, to Mr. Saurabh 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 currency of the tenure of Mr. Saurabh Goyal, the Company has no profits or its profits are inadequate, the Company may pay to him, the above remuneration as the minimum remuneration by way of salary, perquisites and other allowances and benefits.

RESOLVED FURTHER THAT Mr. Saurabh Goyal shall have all the requisite powers and authority to enable him to manage the Company on a day to day basis.

RESOLVED FURTHER THAT the Board of Directors 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 to this resolution."

4. Re-appointment of Mr. Aryan Goyal (DIN 00002869) as Whole-time Director designated as Whole-time Director & Chief Executive Officer. (Due to the resignation of Mr. Aryan Goyal as Whole time Director & CEO of the company w.e.f. July 01, 2026, the re-appointment of Mr. Aryan Goyal has become infructuous, and accordingly this agenda item is withdrawn from the AGM Notice.)

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all 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), and pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, approval of the Members be and is hereby accorded for the appointment of Mr. Aryan Goyal (DIN 00002869), as Whole-time Director of the Company designated as Whole-time Director & CEO, for a period of three (3) years with effect from May 28, 2027, who shall be liable to retire by rotation, on the terms & conditions as mentioned below:

1. **Salary**: Rs. 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.
2. 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.
3. **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, actual leave 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 Rs. 25 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.
4. 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 in addition to the perquisites referred to above, he will be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

a) He shall also be entitled to earned leave as per the rules of the Company. Encashment of unavailed leave shall not be included in the ceiling on managerial remuneration and shall be paid at the end of tenure /service in accordance with the applicable laws and company's policies.

b) Provident Fund contribution and related benefits, wherever applicable, shall be governed in accordance with the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and applicable Income Tax provisions, as amended from time to time.

c) The gratuity payable to him shall form part of retirement benefits and shall be administered in accordance with applicable laws and company policies prevailing from time to time.

d) 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 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 the Board of Directors 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 to this resolution."

5. **Appointment of Ms. Smita Goyal (DIN 08929179) as Whole-time Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all 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), and pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, approval of the Members be and is hereby accorded for the appointment of Ms. Smita Goyal (DIN 08929179), as Whole-time Director of the Company, for a period of three (3) years with effect from June 01, 2026, who shall be liable to retire by rotation, on the terms & conditions as mentioned below:

1. **Salary**: Rs. 1,36,80,000/- (Rupees One Crore Thirty Six Lacs and Eighty Thousand only) per annum and be broken into various components as per HR policy of the Company.
2. She 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.
3. **Perquisites** : She 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, actual leave travel expenses including hotel and food charges to herself and her 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 Rs. 25 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.
4. She 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 in addition to the perquisites referred to above, she will be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

a) She shall also be entitled to earned leave as per the rules of the Company. Encashment of unavailed leave shall not be included in the ceiling on managerial remuneration and shall be paid at the end of tenure /service in accordance with the applicable laws and company's policies.

b) Provident Fund contribution and related benefits, wherever applicable, shall be governed in accordance with the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and applicable Income Tax provisions, as amended from time to time.

c) The gratuity payable to her shall form part of retirement benefits and shall be administered in accordance with applicable laws and company policies prevailing from time to time.

d) 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 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 Ms. Smita 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 Ms. Smita Goyal, the Company has no profits or its profits are inadequate, the Company may pay to Ms. Smita 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 the Board of Directors 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 to this resolution."

By order of the Board of Directors
Nureca Limited

Sd/-
(Saurabh Goyal)
Chairman & Managing Director

Date: 29th May 2026
Place: Chandigarh

NOTES

1. 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 through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. 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.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 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.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. 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.

7. 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.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

9. The Register of Members and Share Transfer Books of the Company will be closed from **Wednesday, July 22, 2026 to Tuesday, July 28, 2026** (both days inclusive) for the purpose of Annual General Meeting for Financial year ended March 31, 2026.

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 **25th July, 2026 at 9:00 A.M. (IST)** and ends on **27th July, 2026 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21th July, 2026** 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.

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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**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) 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. 2) 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 4) 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.
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.com 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	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)	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 (cs@nureca.com). 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 (company email id). 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, AVP, (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.

By order of the Board of Directors
of Nureca Limited

Sd/-

Date: 29th May 2026 — **(Saurabh Goyal)**
Place: Chandigarh — **Chairman & Managing Director**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”)

Item No. 2

The Statement for item no. 2 is provided, though strictly not required, as per Section 102 of the Act.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 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 Annual General Meeting (AGM), but each retiring Director is eligible for re-election at such meeting. Independent Directors are not subject to retirement by rotation.

Accordingly, Mr. Aryan Goyal, Whole-time Director & CEO is required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment. Considering Mr. Aryan 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.

The Board of Directors recommends the resolution proposing the re-appointment of Mr. Aryan Goyal as set out in Item No. 2 for approval of the Members by way of an Ordinary Resolution.

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**.

NURECA

Mr. Aryan Goyal is interested in the resolution set out at Item No. 2 of the Notice. Mr. Saurabh Goyal, Chairman & Managing Director and Ms. Smita Goyal, Additional director being related to Mr. Aryan Goyal, may be deemed to be interested in the resolution set out at Item No. 2 of the Notice.

The other relatives of Mr. Aryan Goyal may deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 3

Members of the Company, at the 7th Annual General Meeting (AGM) held on July 20, 2023, had approved the appointment of Mr. Saurabh Goyal, as a Chairman & Managing Director of the Company for a period of three years w.e.f. September 3, 2023. As a result, his tenure as a Chairman & Managing Director will be expired on September 2, 2026.

Therefore, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 29, 2026, has resolved to re-appoint Mr. Saurabh Goyal as Chairman & Managing Director of the Company for a period of 3 years with effect from September 3, 2026 on the terms and conditions as set out in the proposed resolution in item no. 3, subject to the approval of the Members.

Mr. Saurabh Goyal is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent in writing to act as Director of the Company.

The period of office of Mr. Saurabh Goyal shall be liable to determine by retirement of directors by rotation.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Mr. Saurabh Goyal as required under Section 190 of the Companies Act, 2013.

Further, 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 re-appointment of Mr. Saurabh Goyal as Chairman & Managing Director of the Company as set out in item No. 3 for approval of the Members by way of Special Resolution in terms of the Companies Act, 2013, Schedule V of the Companies Act, 2013 and Regulation 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. Saurabh Goyal's re-appointment as Chairman & Managing Director would be of immense value to the Company. Accordingly, the Board recommends passing of the Resolution at Item No. 3 of the Notice as a Special Resolution.

Mr. Saurabh Goyal is interested in the resolution set out at Item No. 3 of the Notice. Mr. Aryan Goyal, Whole-time Director & CEO and Ms. Smita Goyal, Additional Director, being related to Mr. Saurabh Goyal, may deemed to be interested in the resolution set out at Item No. 3 of the Notice.

The other relatives of Mr. Saurabh Goyal may deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Item No. 4

Members of the Company, at the 6th Annual General Meeting (AGM) held on September 10, 2022, had approved the appointment of Mr. Aryan Goyal, as a Whole-time Director & Chief Executive Officer of the Company for a period of five years w.e.f. May 28, 2022. As a result, his tenure as a Chairman & Managing Director will be expired on May 27, 2027.

Therefore, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 29, 2026, has resolved to re-appoint Mr. Aryan Goyal as Whole-time Director & Chief Executive Officer of the Company for a period of three (3) years with effect from May 28, 2027 on the terms and conditions as set out in the proposed resolution in item no. 4, subject to the approval of the Members.

He holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act").

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.

Mr. Aryan Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

The notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Mr. Aryan Goyal as required under Section 190 of the Companies Act, 2013.

Further, 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 re-appointment of Mr. Aryan Goyal as Whole-time Director & CEO of the Company as set out in Item No. 4 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 appointment as Whole-time Director would be of immense value to the Company. Accordingly, the Board recommends passing of the Resolutions at Item No. 4 of the Notice as a Special Resolution.

Except Mr. Aryan Goyal (being himself) and Mr. Saurabh Goyal, Chairman & Managing Director and Ms. Smita Goyal, Additional Director (being his relatives), 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. 4.

Item No. 5

Ms. Smita Goyal was appointed by the Board, on the recommendation of the Nomination and Remuneration Committee, as an Additional Director with effect from June 01, 2026. She holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 ("the Act"). She holds a Master's degree in Business Administration (Marketing) from Amity University. The Company has received a Notice in writing from a Member in the prescribed manner, under Section 160 of the Act, as amended, proposing the candidature of Ms. Smita Goyal for the office of Director of the Company, liable to retire by rotation.

Ms. Smita Goyal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent in writing to act as a Director of the Company.

The notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Ms. Smita Goyal as required under Section 190 of the Companies Act, 2013.

Further, 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 appointment of Ms. Smita Goyal as Whole-time Director of the Company as set out in Item No. 5 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 Ms. Smita Goyal's appointment as Whole-time Director would be of immense value to the Company. Accordingly, the Board recommends passing of the Resolutions at Item No. 5 of the Notice as a Special Resolution.

Except Ms. Smita Goyal (being herself), Mr. Saurabh Goyal, Chairman & Managing Director, (being her relative) and Mr. Aryan Goyal, Whole-time Director & CEO, (being her 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. 5.

By order of the Board of Directors
of Nureca Limited

Sd/-
(Saurabh Goyal)
Chairman & Managing Director
DIN – 00136037

Date: 29th May 2026
Place: Chandigarh

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Annexure-A

Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Name of Director	Mr. Saurabh Goyal	Mr. Aryan Goyal	Ms. Smita Goyal
Director Identification Number (DIN)	00136037	00002869	08929179
Date of Birth (Age)	40 yrs	42 yrs	41 yrs
Qualification(s)	BBA, Master of Science in International Management from King's College, London	Bachelor's degree in Science (Chemical Engineering) from Purdue University, USA	Bachelor of Arts (Humanities), MBA-Marketing
Original date of appointment	February 11, 2017	May 28, 2022 (appointed as Chief Executive Officer w.e.f. September 3, 2020)	June 01, 2026 (appointed as additional director)
Category	Executive Director	Executive Director	Executive Director
Experience (including expertise in specific functional area)	Mr. Saurabh Goyal is the Chairman & Managing Director of the Company since September 03, 2020. He holds a bachelor's degree in business administration from Amity University and a master's degree in science in International Management from King's College, London. Mr. Saurabh Goyal has over a decade of experience in the healthcare & life sciences industry.	Mr. Aryan's foray into healthcare & life sciences began in 2005, right after he completed his Bachelor's Degree in Chemical Engineering from Purdue University, USA. He spent nearly a decade driving growth for one of the India's leading pharmaceutical company. By 2017, he was ready to fuel his entrepreneurial passion and as a result, started Nureca in less than five years. His grit has shaped the Company to become a leader in digital healthcare devices	Ms. Smita Goyal holds a bachelor's degree in Arts (Humanities) from Rajasthan University and a master's degree in business administration from Amity University.
Terms & Conditions of appointment/ re-appointment	As set out at Resolution No. 3 of this Notice.	As set out at Resolution No. 2 and 4 of the Notice.	As set out at Resolution No. 5 of the Notice.
Details of remuneration last drawn (FY 2025-26)	Rs. 1,88,13,412/- (Rupees One Crore Eighty-Eight Lakh Thirteen Thousand Four Hundred Twelve Only)	Rs. 1,99,17,533/- (Rupees One Crore Ninety-Nine Lakh Seventeen Thousand Five Hundred Thirty-Three Only)	N.A.
Remuneration sought to be paid	Rs. 1.80 crores	Rs. 1.80 crores	Rs. 1.37 crores
Directorshipin other Companies including listed companies (excluding Nureca Limited) as on March 31, 2026	1. Nectar Biopharma Private Limited 2. Trumom Private Limited 3. Nureca Technologies Private Limited 4. Rhinobeet Private Limited (under the process of Striking off)	1. Nectar Biopharma Private Limited 2. Trumom Private Limited 3. Nureca Technologies Private Limited 4. Rhinobeet Private Limited (under the process of Striking off) 5. Mirasan Private Limited	Nil
Chairman / Member of the Committee ofthe Board of Directors of the Companies in which he is a Director as on March 31, 2026	Nureca Limited 1. Stakeholder Relationship Committee - Member 2. Risk Management Committee - Member 3. Corporate Social Responsibility Committee – Chairperson 4. Management Committee - Member	1. Management Committee - Chairperson	Nil
No. of Board Meetings attended during FY 2025-26	6	5	N.A.
No. of shares held in the Company as on March 31, 2026	32,17,214	11,59,185	7
Relationship with other Directors, Manager and KMPs	Mr. Aryan Goyal – Brother Ms. Smita Goyal - Spouse	Mr. Saurabh Goyal – Brother Ms. Smita Goyal – Sister in law	Mr. Saurabh Goyal – Spouse Mr. Aryan Goyal – Brother in law

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

Sd/-
(Saurabh Goyal)
Chairman & Managing Director

Date: 29th May 2026
Place: Chandigarh

NURECA

Annexure B

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. 2023-24	F.Y. 2024-25	F.Y. 2025-26
Total Income from Operations (Net)	1050.85	1271.80	1555.30
Total Expenses	1083.54	1276.40	1526.94
Profit/Loss Before Tax	(32.69)	(4.60)	28.36
Profit/Loss After Tax	(24.42)	(6.68)	2.97

Foreign investments or collaborations, if any: Nil

II. **Information about the appointee:**

Particulars	Mr. Saurabh Goyal	Mr. Aryan Goyal	Ms. Smita Goyal
Background details	Mr. Saurabh Goyal, joined the Company as Director on February 11, 2017 and became the Managing Director of the Company w.e.f. September 3, 2022. He holds a bachelor's degree in business administration from Amity University and a master's degree in science in International Management from King's College, London. Mr. Saurabh Goyal has over a decade of experience in the healthcare & life sciences industry.	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.	Ms. Smita Goyal holds a bachelor's degree in Arts (Humanities) from Rajasthan University and a master's degree in business administration from Amity University.
Remuneration received in FY 2025-26	Rs. 1,88,13,412/- (Rupees One Crore Eighty-Eight Lakh Thirteen Thousand Four Hundred Twelve Only)	Rs. 1,99,17,533/- (Rupees One Crore Ninety-Nine Lakh Seventeen Thousand Five Hundred Thirty-Three Only)	N.A.
Recognition or awards	Nil	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. Saurabh Goyal, Chairman & Managing Director is overall in-charge of running the affairs of the company under the supervision and control of the Board of Directors. Taking into consideration his rich experience in healthcare & life sciences industry, the Board of Directors has bestowed the above responsibilities to Mr. Saurabh Goyal.	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	Ms. Smita Goyal, age 41 years, had been associated with Nectar Biopharma Private Limited as Vice President since 01st April, 2019 till present date. Ms. Smita Goyal possess the core skills/ expertise/competencies identified in the Company's business and sectors for it to function effectively.

Particulars	Mr. Saurabh Goyal	Mr. Aryan Goyal	Ms. Smita Goyal
Remuneration proposed	As set out in proposed resolutions No. 3 of the Notice.	As set out in proposed resolutions No. 4 of the Notice.	As set out in proposed resolutions No. 5 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. Saurabh Goyal holds 32,17,214 Equity Shares in the Company. Mr. Saurabh Goyal, Ms. Smita Goyal and Mr. Aryan Goyal are related to each other.	Apart from receiving managerial remuneration, Mr. Aryan Goyal holds 11,59,185 Equity Shares in the Company. Mr. Aryan Goyal, Mr. Saurabh Goyal and Ms. Smita Goyal are related to each other.	Apart from receiving managerial remuneration, Ms. Smita Goyal holds 7 Equity Shares in the Company. Ms. Smita Goyal, Mr. Saurabh Goyal and Mr. Aryan Goyal are related to each other.

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 Mr. Saurabh Goyal, Mr. Aryan Goyal and Ms. Smita Goyal, 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:

Not applicable. The Company has posted a net profit after tax (including other comprehensive income) of Rs. 2.97 crore for the year ended March 31, 2026. However, it cannot be guaranteed that the company will not incur losses in ensuing financial years. Therefore, it cannot be guaranteed that the Company will have sufficient profits as per section 197 to pay proposed remuneration to the Directors. Accordingly, the Board of Directors are in view to obtain approval of shareholders as per the provisions of Schedule V of the Act.

Steps taken or proposed to be taken for improvement:

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.

Expected increase in services and profits in measurable terms:

Not Applicable as the Company has adequate profits.

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

On behalf of the Board of Directors
Nureca Limited

Sd/-
Saurabh Goyal
Chairman & Managing Director
DIN: 00136037

Date: 29th May 2026
Place: Chandigarh

NURECA

NURECA LIMITED

CIN: L24304MH2016PLC320868
Registered Office: Andheri West B-205, Bldg -42, B wing, Dhanashree heights,
Azad Nagar Sangam CHS, Andheri West, Mumbai – 400053; **Phone:** 0172-5292900
Website : www.nureca.com, **E-mail :** cs@nureca.com
(Note: The business of this Meeting may be transacted through electronic voting system)

ADDENDUM TO THE NOTICE OF 10TH ANNUAL GENERAL MEETING OF NURECA LIMITED TO BE HELD ON 28TH JULY, 2026 AT 11:30 A.M. (IST).

Ordinary Business

2. **To appoint a Director in place of Mr. Rajinder Sharma (DIN: 00317133), 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. Rajinder Sharma (DIN: 00317133), who retires by rotation and, being eligible for re-appointment, be and is hereby appointed as Director of the Company."

By order of the Board of Directors
Nureca Limited

Sd/-
(Saurabh Goyal)
Chairman & Managing Director

Date: 3rd July, 2026
Place: Chandigarh

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

Item No. 2

The Statement for item no. 2 is provided, though strictly not required, as per Section 102 of the Act.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 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 Annual General Meeting (AGM), but each retiring Director is eligible for re-election at such meeting. Independent Directors are not subject to retirement by rotation.

Accordingly, Mr. Rajinder Sharma, Whole-time Director is required to retire by rotation at this AGM and being eligible, has offered himself for re-appointment. Considering Mr. Rajinder Sharma'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.

The Board of Directors recommends the resolution proposing the re-appointment of Mr. Rajinder Sharma as set out in Item No. 2 for approval of the Members by way of an Ordinary Resolution.

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**.

Mr. Rajinder Sharma is interested in the resolution set out at Item No. 2 of the Notice.

The other relatives of Mr. Rajinder Sharma may deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

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

Sd/-
(Saurabh Goyal)
Chairman & Managing Director
DIN – 00136037

Date: 03rd July, 2026
Place: Chandigarh

NURECA

Annexure-A

Additional Information required to be given as per SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Name of Director	**Mr. Rajinder Sharma**
Director IdentificationNumber (DIN)	00317133
Date of Birth (Age)	61 yrs
Qualification(s)	Undergraduate
Original date ofappointment	May 28, 2022
Category	Executive Director
Experience (including expertise in specific functional area)	Mr. Rajinder Sharma has an overall experience of more than 25 years in the field of compliance management and administration
Terms & Conditions of appointment/ re-appointment	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.
Details of remuneration last drawn (FY 2025-26)	Rs. 3,00,000 (Rupees Three Lakhs only)
Remuneration sought to be paid	Rs. 3,00,000/-
Directorshipin other Companies including listed companies(excluding NurecaLimited) as on March 31, 2026	1. Nectar Biopharma Private Limited 2. Nureca Technologies Private Limited
Chairman / Memberof the Committee ofthe Board of Directors of the Companies in which he is a Director as on March 31, 2026	Nil
No. of Board Meetings attended during FY 2025-26	1
No. of shares held in the Company as on March 31, 2026	Nil
Relationship withother Directors, Manager and KMPs	Mr. Sharma is not related to any Director or Key Managerial Personnel of the Company.

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

Sd/-
(Saurabh Goyal)
Chairman & Managing Director

Date: 03rd July, 2026
Place: Chandigarh

NURECA

Annexure B

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. 2023-24	F.Y. 2024-25	F.Y. 2025-26
Total Income from Operations (Net)	1050.85	1271.80	1555.30
Total Expenses	1083.54	1276.40	1526.94
Profit/Loss Before Tax	(32.69)	(4.60)	28.36
Profit/Loss After Tax	(24.42)	(6.68)	2.97

Foreign investments or collaborations, if any: Nil

II. Information about the appointee:

Particulars	Mr. Rajinder Sharma
Background details	Mr. Rajinder Sharma joined the Company as Whole-Time Director on May 28, 2022. With extensive industry experience, he has played a pivotal role in the Company's growth, contributing significantly to its development from the ground up.
Remuneration received in FY 2025-26	Rs. 3,00,000 (Rupees Three Lakhs only)
Recognition or awards	Nil
Job profile and his suitability	Rajinder Sharma, aged 61, serves as the Whole Time Director of the Company. With rich industry experience, Mr. Rajinder plays a pivotal role in the company's growth, meticulously building it from the ground up. He expertly manages client relationships and is proactive in ensuring the smooth running of the company's operations.
Remuneration proposed	Rs. 3,00,000 per annum
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, Mr. Rajinder Sharma has no other Pecuniary relationship directly or indirectly with the company, and has no 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 Mr. Rajinder Sharma, the responsibilities assigned to him and the industry benchmarks, the remuneration proposed to be paid to him 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:

Not applicable. The Company has posted a net profit after tax (including other comprehensive income) of Rs. 2.97 crore for the year ended March 31, 2026. However, it cannot be guaranteed that the company will not incur losses in ensuing financial years. Therefore, it cannot be guaranteed that the Company will have sufficient profits as per section 197 to pay proposed remuneration to the Directors. Accordingly, the Board of Directors are in view to obtain approval of shareholders as per the provisions of Schedule V of the Act.

Steps taken or proposed to be taken for improvement:

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.

Expected increase in services and profits in measurable terms

Not Applicable as the Company has adequate profits.

Disclosures: Additional information in respect of Mr. Rajinder Sharma pursuant to the Secretarial Standards on General Meetings (SS-2) is provided at Annexure A to this Notice.

On behalf of the Board of Directors
Nureca Limited

Sd/-
Saurabh Goyal
Chairman & Managing Director
DIN: 00136037

Date: 03rd July, 2026
Place: Chandigarh