



EAST INDIA PHARMACEUTICAL WORKS LIMITED

Regd Office : 6, Nandalal Bose Sarani, (Formerly Known as Little Russell Street), Kolkata - 700 071, India

Telephones : (033) 2287 2262, 2287 3004, 2287 3007, 2287 3009, 2287 3041, 6693 5400

Fax : 91-33-2287 4289, E-mail : eastindia@eastindiapharma.org.

CIN : U24231WB1936PLC008598, Website : www.eastindiapharma.org



NOTICE OF THE 87TH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighty-seventh Annual General Meeting of the Members of East India Pharmaceutical Works Limited will be held on Friday, the 20th day of September, 2024 at 11.30 A.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2024, together with Directors' Report and Auditors' Report thereon and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. Declaration of Dividend

To declare Dividend for the financial year ended March 31, 2024 and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT as per the recommendation of the Board of Directors, a dividend at the rate of ₹ 0.75 (7.5%) per equity share on the Company's paid up share capital be and is hereby declared out of the current profits of the Company, for the financial year ended 31st March, 2024 and that the same be paid to those shareholders whose name appear on the Company's register of members on 13th September, 2024 (the record date)."

3. Appointment of Mrs. Sanghamitra Duttagupta (DIN: 08441837) as director, liable to retire by rotation

To appoint Mrs. Sanghamitra Duttagupta (DIN: 08441837), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 Mrs. Sanghamitra Duttagupta (DIN: 08441837), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. Appointment of Mrs. Indrani Sen (DIN: 08441832) as director, liable to retire by rotation

To appoint Mrs. Indrani Sen (DIN: 08441832) who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Indrani Sen (DIN: 08441832), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. Re-appointment of Messrs. APS Associates, Chartered Accountants as Statutory Auditor of the Company, to hold such office for a period of 5 (Five) consecutive financial years

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Messrs APS Associates, Chartered Accountants, (Firm Registration No. 306015E), be and are hereby re-appointed as the Statutory Auditor of the Company from the conclusion of the 87th Annual General Meeting of the Company until the conclusion of the 92nd Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

6. Ratification of remuneration of Cost Auditor for the financial year 2024-25

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

“RESOLVED THAT in accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration of Messrs DGM & Associates, Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditor to conduct audit of Cost Records maintained by the Company for the financial year 2024-25, fixed at Rs. 1,25,000/- (Rupees One Lakh and Twenty-Five Thousand Only) plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.”

7. Re-appointment of Mr. Suman Kumar Mukerjee (DIN: 01262841) as an Independent Director for a second term of 5 consecutive years

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

“RESOLVED THAT in accordance with the provisions of Sections 149 of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Prof. (Dr) Suman Kumar Mukerjee (DIN: 01262841) be and is hereby re-appointed as an Independent Director for a period of five consecutive years, with effect from 20th September, 2024 to hold office upto 19th September, 2029 or the date of 92nd Annual General Meeting, whichever is later.”

8. Appointment of Mr. Ajoy Krishna Chatterjee (DIN: 05116700) as an Independent Director for a term of 5 consecutive years

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

“RESOLVED THAT pursuant to Section 149, 152, 160, 161 and all other applicable provisions of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), **Mr. Ajoy Krishna Chatterjee (DIN: 05116700)**, be and is hereby appointed as an Independent Director for a period of five consecutive years, with effect from 20th September, 2024 upto 19th September, 2029 or the date of 92nd Annual General Meeting, whichever is later.”

9. Appointment of Mr. Debarshi Duttagupta (DIN: 01515595) as the Managing Director for a term of 3 years

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act and any other Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to the approval of Central Government or any other authority/Institution, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Debarshi Duttagupta (DIN: 01515595) as the Managing Director of the Company for a period of 3 (three) years with effect from 1st September, 2024, whose period of office shall not be liable to be determine by retirement by rotation and pay remuneration to Mr. Debarshi Duttagupta, Managing Director of the Company on such terms and conditions including remuneration as approved by the

Board of Directors, upon recommendation made by the Nomination and Remuneration Committee in accordance with Schedule V, Section I and II of Part II of the Companies Act, 2013 and as set out in the Agreement to be entered into between the Company of the one part and Mr. Debarshi Duttagupta of the other part, a draft of which duly initialed by the Company Secretary for the purpose of identification is placed before the meeting and also set out in the statement annexed hereto.

RESOLVED FURTHER THAT the consent of the Members be and is hereby also accorded that where in any financial year the Company has no profit or its profits are inadequate, the Company shall pay the remuneration as decided, as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of Central Government, if required, or any other approvals as may be required under the law.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deed and things as in its absolute discretion it may think necessary, expedient or desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from government departments, as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Debarshi Duttagupta, Managing Director, including the components of the remuneration paid/payable to her.”

Date: 23rd August, 2024
Place: Kolkata

By Order of the Board of Directors



Jayeeta Sarkar
Company Secretary

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO THE MCA CIRCULARS, PROVISION FOR APPOINTMENT OF PROXIES BY THE MEMBERS ARE NOT AVAILABLE FOR THE AGM HELD THROUGH VC. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXY FOR THIS AGM HAS NOT BEEN PROVIDED TO THE MEMBERS AND THE PROXY FORM IS NOT ANNEXED TO THIS NOTICE.**
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members attending the AGM through VC shall only be counted for the purpose of quorum under Section 103 of the Act and the attendance of the members shall be reckoned accordingly. No separate attendance form is being enclosed with the notice.
5. The place of the AGM for the statutory purposes shall be the registered office of the Company.

6. The Members can join the 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
7. 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 the Circulars issued by the Ministry of Corporate Affairs dated 28 December, 2022 read with circulars dated 5 May, 2022, December 8, 2021, December 14, 2021, 8 April 2020, 13 April 2020 and 13 January 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the F.Y. 2023-24 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024 will also be available on the Company's Website www.eastindiapharma.org, and on the website of NSDL <https://www.evoting.nsdl.com>.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special businesses to be transacted at this AGM is annexed hereto and forms part of the Notice.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by members during the AGM.
11. The members present at the AGM who have not cast their votes by availing the remote e-voting facility may cast their votes through e-voting during the AGM.
12. The results declared along with the report of the Scrutinizer will be placed on the website of the Company, www.eastindiapharma.org and on the website of NSDL (www.evoting.nsdl.com) after the declaration of the results by the Chairman or a person authorized by him. The results will also be displayed on the Notice Board of the Company at the registered office at 6, Nandalal Bose Sarani, Kolkata – 700 071.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 14th September, 2024 to Friday, 20th September, 2024 (both days inclusive).
14. The final dividend on equity shares as recommended by the Board of Directors for the year ended 31st March 2024, if approved at the Annual General Meeting, be payable, electronically:
 - a) to those members holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Friday, 13th September, 2024; and
 - b) in respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Friday, 13th September, 2024, as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
15. Members holding securities in electronic form are requested to intimate immediately any change in their address/e-mail id/ bank mandates directly to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares certificates in physical form are requested to advise any change of address/e-mail id/ bank mandate immediately to the Company's Registered Office.
16. As per the Income Tax Act, 1961 ("Income Tax Act"), as amended by the Finance Act, 2020,

Dividend Distribution Tax has been abolished with effect from 1st April, 2020. Accordingly, dividend income is taxable in the hands of the members. The Company shall therefore deduct tax at source at the time of making the payment of dividend at the prescribed rates. The members are requested to note that the Tax Deducted at Source (“TDS”) rate varies for each person, based on their residential status and entity type. The applicable TDS and the relevant documents required by the Company to determine the same are as follows:

A. Resident shareholders:

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the Income Tax Act, as follows:

Shareholders having valid Permanent Account Number (PAN)	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN	20% or as notified by the Government of India as per section 206AA of the Income Tax Act

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during Financial Year (“FY”) 2024-25 does not exceed Rs. 5,000 in aggregate across all holdings in the Company.

If the shareholders wish to avail a lower TDS rate/Nil TDS on the dividend, the following documents may be e-mailed to dcs@eastindiapharma.org on or before 9th September, 2024 before 5:00 pm (IST).

- Lower/Nil withholding certificate issued under Section 197 of the Income Tax Act covering FY 2024-25;
- Form 15G, which is applicable to Resident Individual shareholders who are below 60 years of age and whose tax on total income during FY 2024-25 is estimated to be Nil.
- Form 15H, which is applicable to Resident Individual shareholders who are at the age of 60 years and above during the FY 2024-25 and whose tax on total income during FY 2024-25 is estimated to be Nil.

Please note that these forms must not pertain to FY 2023-24 and must be valid for FY 2024-25. No communication/documents on the tax determination/ deduction shall be considered by the Company after 9th September, 2024 and the TDS, basis the information/documents available with the Company, would be considered.

B. Non-resident shareholders:

For Non-resident Shareholders (excluding FPIs/FIIs), taxes are required to be with held in accordance with the provisions of Section 195 of the Act at the rates in force i.e., 20% (plus applicable surcharge and cess). Non-resident shareholders (excluding FPIs/FIIs), have the option of being governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and their country of tax residence, if the provisions of the DTAA are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN Card allotted by the Indian Income Tax Authorities duly attested by the shareholder.
- Copy of Tax Residency Certificate (TRC) for FY 2024-25, obtained from the revenue Authorities of the country of tax residence, duly attested by shareholder.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- Self-declaration of Beneficial ownership by the shareholder.
- Any other documents as prescribed under the Act for lower withholding of taxes if applicable, duly attested by the shareholder. The non-resident shareholders e-mailed to dcs@eastindiapharma.org on or before 9th September, 2024 before 5:00 pm (IST).

No communication/documents on the tax determination/deduction shall be considered by the

Company and the withholding tax as appropriate, basis information/documents available with the Company, would be considered.

The members may note that no claim shall lie against the Company for TDS/withholding taxes deducted from the dividend paid.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
18. Since the AGM will be held through VC in accordance with the MCA Circulars, the route map is not attached to this Notice.

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

The remote e-voting period begins on Tuesday, 17th September, 2024 at 10.00 A.M. and ends on Thursday, 19th September, 2024 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., 13th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a

	<p>mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mamtabinaniandassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on **“Upload Board Resolution/Authority Letter”** displayed under **“e-voting” tab in their login.**
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to dcs@eastindiapharma.org.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to dcs@eastindiapharma.org. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at dcs@eastindiapharma.org latest by 5 p.m. (IST) on Monday, 18th day of September, 2023.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at dcs@eastindiapharma.org latest by 5 p.m. (IST) on Monday, 18th day of September, 2023. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 022 - 4886 7000.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Eighty Seventh Annual General Meeting to be held on Friday, 20th September, 2024.

Item No. 6

The Board of Directors of the Company ('the Board') at the meeting held on 23rd August 2024, on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs DGM & Associates, Cost Accountants, ('DGM') to conduct the audit of cost records maintained by the Company for the financial year 2024-25.

In terms of Section 148 of the Companies Act, 2013 ('the Act') read with Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors is required to be ratified by the Members of the Company.

The Board, therefore, recommends the Resolution set out in Item No. 6 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

Item No. 7

The Members of the Company on 20th September, 2019 approved the appointment of Prof. (Dr.) Suman Kumar Mukerjee as Independent Directors of the Company for a period of five years. The Board of Directors of the Company ('the Board') at the meeting held on 23rd August, 2024, on the recommendation of the Nomination and Remuneration Committee ('the Committee') recommended for the approval of the Members, the re-appointment of Dr. Mukerjee as Independent Director of the Company for a second term of five consecutive years, with effect from the date of this Annual General Meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), as set out in the resolutions relating to their re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Dr. Mukerjee, and contribution to the Board processes by him, his continued association would benefit the Company. Declarations have been received from Dr. Mukerjee that he meets the criteria of independence prescribed under Section 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Dr. Mukerjee fulfils the conditions specified in the Act and the Rules thereunder, for re-appointment as Independent Directors and he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Dr. Mukerjee, in terms of Section 149 of the Act. Requisite Notices under section 160 of the Act proposing the re-appointment of Dr. Mukerjee have been received by the Company, and consents have been filed by Dr. Mukerjee pursuant to Section 152 of the Act.

Additional Information in respect of Dr. Mukerjee, pursuant to the Secretarial Standard on General Meetings, are provided in Annexure I to this Notice. Dr. Mukerjee holds 150 shares in the Company. Dr. Mukerjee and his relatives are interested in the Special Resolutions relating to his re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

The Board, therefore, recommends the Resolution set out in Item No. 7 of the accompanying Notice for adoption as a Special Resolution by the Members.

Item No. 8

The Nomination and Remuneration Committee of the Company at its meeting held on 23rd August, 2024 had recommended the appointment of Mr. Ajoy Krishna Chatterjee as an Independent Director. The Board of Directors, at its meeting held on the same day, had further approved and recommended to the Shareholders, the appointment of Mr. Ajoy Krishna Chatterjee as an Independent Director for a period of 5 years.

The Committee and the Board are of the view that, given the knowledge, experience and expertise of Mr. Chatterjee, his appointment as an Independent Director would benefit the Company. Declaration has been received from Mr. Chatterjee that he meets the criteria of independence prescribed under Section 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. Chatterjee fulfil the conditions specified in the Act and the Rules thereunder, for appointment as Independent Director and he is independent of the management of the Company.

Consent to act as an Independent Director, has been filed by Mr. Chatterjee in pursuant to Section 152 of the Act. Additional Information in respect of Dr. Mukerjee, pursuant to the Secretarial Standard on General Meetings, is provided in Annexure I to this Notice Mr. Chatterjee does not holds any shares in the Company. Mr. Chatterjee and his relatives, are interested in the Ordinary Resolution relating to his appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Ordinary Resolutions.

The Board, therefore, recommends the Resolution set out in Item No. 8 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

Item No. 9

Pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (the 'Act') read with Schedule V to the Act and other applicable provisions of the Act and Rules made thereunder and as per the recommendation by the Nomination & Remuneration Committee of the Board and subject to the approval of the shareholders, the Board of Directors at its meeting held on 23rd August, 2024, re-appointed Mr. Debarshi Duttgupta (DIN: 01515595) as the Managing Director of the Company with effect from 1st September, 2024, for a period of three years.

Mr. Debarshi Duttgupta has been associated with the Company for more than twenty-two years and during such association, he has served in various positions in the Company. Mr. Debarshi Duttgupta was first appointed as the Managing Director in the year 2012. Under his leadership and guidance, the Company has witnessed significant growth.

Considering his experience and expertise, the Board recommends confirmation of the re-appointment of Mr. Debarshi Duttgupta as the Managing Director of the Company, with effect from 1st September, 2024, on the terms as to remuneration, perquisites/benefits etc. as set out herein below, subject to approval of the Central Government, if required, or any other approval as may be required under law.

Considering Mr. Debarshi Duttgupta's knowledge, experience and trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are recommended for your approval. Further, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said Section II, subject to the following:

1. The payment of remuneration is approved by a resolution passed by the Board of Directors and also by the Nomination and Remuneration Committee of the Board.
2. There is no default in repayment of any of its debts or interest payable thereon.
3. A special resolution has been passed at a general meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 23rd August, 2024 has already approved the remuneration payable to Mr. Debarshi Duttgupta, Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest thereon.

The Board recommends Special Resolution set out at Item No. 9 of the accompanying notice for the approval of the Members.

Except Mr. Debarshi Duttgupta, being the appointee, none of the other Directors/Key Managerial Personnel/their relatives in anyway, concerned or interested, financially or otherwise in the resolution set out at Item No. 9 of the Notice.

Terms of Appointment

- i. Salary – in the scale of Rs. 9,00,000/- – Rs. 12,00,000/- at the discretion of the Board of Directors, subject to review of performance every year.
- ii. Commission – 1% of net profits subject to a maximum of 50% of salary or Rs. 30,00,000/- whichever is less.

He will be entitled to the following perquisites / benefits provided that the aggregate amount thereof under Part A below shall be restricted to an amount equal to his annual salary:

Part 'A'

- a) Gas, Electricity, Water and Furnishing – subject to a ceiling of 10% of the salary.
- b) Medical benefits for self and family – actual reimbursement subject to the overall ceiling of Directors' remuneration
- b) as prescribed in the Companies Act, 2013.
- c) Leave on full pay and allowance at the rates applicable to other management staff of the Company.
- d) Leave travel concession for self and family once in a year in accordance with the rules of the Company.
- e) Fees of two clubs provided that no admission / life membership fee will be paid.

PART 'B'

Entitlement to benefits of Provident Fund, Superannuation Fund as is applicable to other Executives of the Company, but contribution thereon shall not exceed 27% of the salary as laid down in the I.T. Rules, 1962.

PART 'C'

- a) Free use of car.
- b) Free telephone facility at residence, provided however, personal long-distance calls will be logged and paid for by the Managing Director.

In the event of no profit or inadequacy of profit during the tenure of the appointment, the above remuneration shall be suitably adjusted to accommodate the maximum remuneration prescribed in Schedule V to the Companies Act, 2013.

Date: 23rd August, 2024

Place: Kolkata

By Order of the Board of Directors

Jayeeta Sarkar

Jayeeta Sarkar
Company Secretary

ANNEXURE I TO THE NOTICE

Additional information as required under the Companies Act, 2013 and Secretarial Standards on General Meeting in respect of Appointment/Re-appointment:

Name	Age	Qualifications	Experience/Brief Resume	Terms and conditions of Appointment	Remuneration last drawn	Remuneration proposed to be paid	Date of first appointment on the Board
Mrs. Indrani Sen	74	B.A.	Mrs. Indrani Sen, is one of the Promoters of the Company.	Appointment as a Non-Executive Director, liable to retire by rotation	NIL	Sitting Fees for attending meetings of Board of Directors and Committees of the Board as may approved by the Board from time to time.	7 th May, 2019
Mrs. Sanghamitra Duttagupta	70	Graduated from Calcutta University	Mrs. Duttagupta is Former President of Pragati, Ladies wing of Bengal National Chamber of Commerce & Industries; Former President of University Women's Association of Calcutta; Executive Committee Member of Women's Voluntary Services, Picnic Gardens; Past President of Inner wheel Club of Behala; She has also served as an Executive Committee Member in National Indian Association of Women. She is a member of Nari Seva Sangha, Crafts Council of West Bengal. Mrs. Duttagupta is also the member of Calcutta Club and Indian Life Saving Society, Life Member of Crafts Council of West Bengal.	Appointment as a Non-Executive Director, liable to retire by rotation	NIL	Sitting Fees for attending meetings of Board of Directors and Committees of the Board as may approved by the Board from time to time.	7 th May, 2019
Prof.(Dr.) Suman Kumar Mukerjee	75	M.A Ph. D.	Fellow, All India Management Association, Environmental Fellow, USAEP (Under USAID), Member of Indo British Scholar's Association,	As mentioned in the Explanatory Statement	NIL	Sitting Fees for attending meetings of Board of	4th August, 2011

			Faculty of Delhi University Collage, IIT (Delhi), St. Xavier's College, XLRI, IISWBM, Calcutta University. Director General, The Bhawanipur Education Society College, Kolkata.	annexed to the Notice.		Directors and Committees of the Board as may approved by the Board from time to time.	
Mr. Debarshi Duttagupta	47	L.L.B	Mr. Debarshi Duttagupta is the Managing Director and is responsible for all the day-to-day operations of the Company subject to the superintendence and control of the Board of Directors of the Company. His experience, academic background and business acumen are considered extremely relevant and valuable for the interest of the company.	As mentioned in the Explanatory Statement annexed to the Notice.	Rs. 1,08,09,495.00	The terms of the remuneration proposed to be paid to Mr. Debarshi Duttagupta have been specified elsewhere in the notice	30 th June, 2010
Mr. Ajoy Krishna Chatterjee	74	BA LLB	Mr. Ajoy Krishna Chatterjee, son of late Bijoy Krishna Chatterjee is a Senior Advocate Practicing at the Calcutta High Court for a period of over 49 years, enrolled as an Advocate on 14-03-1975. Mr. Chatterjee is a three generation Lawyer, and his youngest sister is recently retired as a Judge of Calcutta High Court. He was a committee member of Calcutta Club Ltd. in F.Y. 2011-12 and was allotted (DIN: 05116700) as a Director of the Club. He is the Vice President of East Bengal Club, Vice President of Bar Library Club at Calcutta High Court and also past President of Rotary Club of Behala. Mr. Chatterjee is a member of many Social Clubs like Bengal Club, Calcutta Club, Tollygunge Club and Calcutta Rowing Club.	As mentioned in the Explanatory Statement annexed to the Notice.	NIL	Sitting Fees for attending meetings of Board of Directors and Committees of the Board as may approved by the Board from time to time.	Appointed at the 87 th Annual General Meeting

Name	Shareholding in the Company as on 31st March, 2024	Relationship with other Directors/Key Managerial Personnel	Number of meetings of Board attended during the year	Directorships of other Boards as on 31st March, 2024	Membership/C hairmanship of committees of other Boards as on 31st March, 2024
Mrs. Indrani Sen	187688	Mrs. Sen is related with Mrs. Satarupa Mukherjee, Managing Director	4	1. NIL	NIL
Mrs. Sanghamitra Duttgupta	109428	Mrs. Duttgupta is related with Mr. Debarshi Duttgupta, Managing Director	4	1. NIL	NIL
Prof. (Dr.) Suman Kumar Mukerjee	150	Prof.(Dr.) Suman Kumar Mukerjee does not have any relationship with directors/key managerial personnel of the company.	4	1. Jardine Henderson Limited 2. S Jaykishan Consulting Private Limited	NIL
Mr. Debarshi Duttgupta	651419	Mr. Duttgupta is related with Mrs. Sanghamitra Duttgupta and Mrs. Trishna Guha, Non-Executive Directors	4	1. Bengal National Chamber of Commerce & Industry	NIL
Mr. Ajoy Krishna Chatterjee	NIL	NIL	NIL	NIL	NIL