



**Corporate Identity Number: L27310MH2008PLC188478**

Registered Office: B1/B2, 7<sup>th</sup> Floor, 701, Marathon Innova, Ganpatrao Kadam Marg,  
Lower Parel, Mumbai, Maharashtra - 400013, India.

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## Notice convening 15<sup>th</sup> Annual General Meeting

01

Integrated Annual Report 2023-24

**NOTICE** is hereby given that the **15<sup>th</sup> (Fifteenth) Annual General Meeting** ("AGM/the Meeting") of the Members of Eureka Forbes Limited (CIN: L27310MH2008PLC188478) ("the Company") will be held on **Friday, September 20, 2024 at 12:00 Noon IST** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") to transact the following businesses.

The venue of the AGM shall be deemed to be the Registered Office of the Company at B1/B2, 7<sup>th</sup> Floor, 701, Marathon Innova, Ganpatrao Kadam Marg, Lower Parel, Mumbai, Maharashtra – 400 013.

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Report of the Board of Directors and the Auditors' thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Report of the Auditors' thereon.
2. To appoint a Director in place of Mr. Sahil Dalal (DIN: 07350808) who retires by rotation and being eligible, offers his candidature for re-appointment.

### SPECIAL BUSINESS

3. To ratify remuneration payable to Cost Auditors.

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

**"Resolved that** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions if any of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) as amended from time to time, the remuneration of ₹ 7,00,000 (Rupees Seven Lakhs Only) plus applicable taxes and out of pocket expenses payable to M/s. J. Chandra & Associates (Firm Registration No.: 000384), Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025 be and is hereby ratified and confirmed.

**Resolved further that** the Board be and is hereby authorized to do all such act(s), deed(s) and thing(s) as it may consider necessary, expedient or desirable, including delegation of all or any of its powers herein conferred to any Committee of Directors and/or any person, to give effect to the above resolution."

By Order of the Board of Directors  
**For Eureka Forbes Limited**

**Pragya Kaul**

Company Secretary & Compliance Officer  
ICSI Membership No.: ACS 17167

Place: Mumbai  
Date: August 08, 2024

**Notes:**

1) The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD/-PoD-2/P/CIR/2023/167 dated October 07, 2023 (“SEBI Circulars”) and all other relevant circulars issued from time to time has permitted the holding of the AGM through VC/OAVM and has dispensed with the physical presence of the Members at a common venue. Hence, Members are requested to attend and participate at the ensuing AGM through VC/OAVM facility being provided by the Company through National Securities Depository Limited (“NSDL”).

The deemed venue for the AGM shall be the Registered Office of the Company.

2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) with respect to the business set out in the Notice mentioning the material facts concerning the business Item No. 3 is annexed hereto.

Further, the relevant details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.

3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Since the Company will hold the AGM through VC/OAVM, without the physical presence of the Members in terms of MCA Circulars and SEBI Circulars, the route map for the Venue of the Meeting is not annexed to this Notice.

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) The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first serve basis.

This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders’ Relationship Committee and Auditors, who are allowed to attend the AGM without restriction on account of first come first serve basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5) In compliance with the provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI Listing Regulations and Secretarial Standard - 2, the Company is providing remote e-voting facility to enable Members to cast their votes electronically on the matters included in this Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to enable the Members to cast their votes electronically. The facility of casting votes by a Member using remote e-voting system as well as e-voting at the AGM will be provided by NSDL.

Members are requested to follow the procedure as stated in the instructions of this Notice for casting of votes electronically.

The cut-off date for determining the Members eligible to vote on resolution proposed to be considered at the Meeting is Friday, September 13, 2024. The remote e-voting period will commence on Tuesday, September 17, 2024 at 09:00 AM IST and ends on Thursday, September 19, 2024 at 05:00 PM IST. The remote e-voting will not be allowed beyond the

aforesaid date and time. The remote e-voting module shall be disabled thereafter.

The Resolution will be deemed to have been passed on the date of the Meeting, if approved by the requisite majority.

Only those Members whose names are appearing on the Register of Members/List of Beneficial Owners as on the cut-off date, shall be entitled to cast their vote through remote e-voting or voting through VC/OAVM at the AGM, as the case may be. A person who is not a Member on the cut-off date should treat this notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the proceedings of the AGM through VC/OAVM but shall not be entitled to cast their votes again. The Members can opt for Only one mode of voting i.e. remote e-voting or e-voting at the AGM.

- 6) The Board of Directors have appointed Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Practicing Company Secretaries (Membership No. FCS 9926 and CP No. 12015), as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman/Company Secretary of the Company after completion of the scrutiny of the remote e-voting and e-voting at the AGM. The results will be announced by the Chairman/Company Secretary of the Company within two working days from the conclusion of the AGM and will be posted on the Company's website at [www.eurekaforbes.com](http://www.eurekaforbes.com) and will also be posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be intimated to the Stock Exchange where the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- 7) Pursuant to the provisions of Section 113 of the Act, Body Corporate Members who intend their authorised representative(s) to attend the AGM are requested to send, to the Company, a certified copy of the Resolution of its Board of Directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend the AGM through VC/OAVM facility and participate thereat and cast their votes through e-voting. The said resolution/ authorization shall be sent to the scrutinizer by an e-mail through its registered e-mail address to [compliance@eurekaforbes.com/mihenhalani@mha-cs.com](mailto:compliance@eurekaforbes.com/mihenhalani@mha-cs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Such Members 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.

- 8) The Members may also note that the Notice of the AGM and Integrated Annual Report for the Financial Year 2023-24 is also available on the Company's website at [www.eurekaforbes.com](http://www.eurekaforbes.com) and on the website of Stock Exchange where the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download. Members may note that relevant documents referred in the Notice shall be made available in accordance with applicable statutory requirement based on request received by the Company for inspection at [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com).
- 9) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Members as on the Cut-off date being Friday, September 13, 2024.
- 10) Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, e-mail address, mobile number at [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com). Questions/queries received by the Company during the period starting from Wednesday, September 11, 2024 to Sunday, September 15, 2024 shall only be considered and responded during the AGM. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an e-mail to [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com) starting from Wednesday, September 11, 2024 to Sunday, September 15, 2024, mentioning their name, demat account number/folio number, e-mail id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the Meeting.
- 11) In terms of section 101 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM along with the Integrated Annual Report 2023-24 by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars and SEBI Circular, electronic copy of the Notice of the AGM of the Company are being sent to all the Members whose e-mail address are registered with the Company/Depository Participant(s).

For Members who have not received the notice due to change/non-registration of their e-mail address with the Company/RTA/Depository Participants, they may request, for the notice and Integrated Annual Report 2023-24 by sending an e-mail at [rnt.helpdesk@](mailto:rnt.helpdesk@)

[linkintime.co.in](http://linkintime.co.in) or [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com). Post receipt of such request and verification of records of the Member, the Member would be provided soft copy of the notice and Integrated Annual Report. It is clarified that for registration of e-mail address, the Members are however requested to follow due procedure for registering their e-mail address with the Company/Registrar & Share Transfer Agent ("RTA") in respect of physical holdings and with the Depository Participants in respect of electronic holdings. Those Members who have already registered their e-mail addresses are requested to keep their e-mail address validated with their Depository Participants/RTA/ Company to enable servicing of notices/documents electronically to their e-mail address.

The Members who have not received any communication regarding this AGM for any reason whatsoever and are eligible for vote are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Any person becoming the Member of the Company after the dispatch of Notice of the Meeting and holding shares as on the cut-off date for e-voting i.e. Friday, September 13, 2024 may obtain the User ID and password by referring to the e-voting instructions attached to this Notice and also available on the Company's website [www.eurekaforbes.com](http://www.eurekaforbes.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Alternatively, Member may send request providing the e-mail address, DP ID/Client ID, mobile number, number of shares held and self-attested PAN copy via e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for obtaining the Notice of AGM.

- 12) As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. Further, the transmission and transposition of securities shall also be effected in dematerialized form only as per SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can

contact the Company or Company's Registrar and Transfer Agent – Link Intime India Private Limited for assistance in this regard.

- 13) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in demat form only while processing service requests, viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/ Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. And after verifying the same the RTA/ Company shall issue 'Letter of Confirmation' in lieu of physical securities certificate(s) within 30 days of its receipt after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website.
- 14) Nomination: Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form SH – 13 duly filled in and signed to the Company or RTA.
- 15) **Instructions for Members for remote e-voting and joining Annual General Meeting are as under:**

**The remote e-voting period begins on Tuesday, September 17, 2024 at 09:00 AM IST and ends on Thursday, September 19, 2024 at 05:00 PM IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 13, 2024, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 13, 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 Members holding securities in demat mode

In terms of SEBI Circular dated December 09, 2020 on e-voting facility provided by Listed Companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

Login method for individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e- voting</b>” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting <b>service provider i.e. NSDL</b> 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 &amp; voting during the Meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 <b>e-voting website of NSDL</b> for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the Meeting.</li> <li>Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are 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.</li> </ol>

Type of Members	Login Method
	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li> </ol>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting & voting during the Meeting.

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

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method for e-voting and joining virtual Meeting for Members other than individual Members holding securities in demat mode and Members holding securities in physical mode.**

**How to Log-in to NSDL e-voting website?**

- 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, 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.*

- 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 Members other than individual Members are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.
    - If your e-mail ID is not registered, please follow steps mentioned below **for those Members whose e-mail ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name, mobile no., email address and your registered address etc.
  - 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?**
- 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.
  - 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".
  - Now you are ready for e-voting as the Voting page opens.
  - 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.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.
  - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for Members**
- Institutional Members (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 [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and the Company at [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com). Institutional Members (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.
  - 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](http://www.evoting.nsdl.com) to reset the password.

- In case of any queries, you may refer the Frequently Asked Questions for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those Members whose e-mail address are not registered with the depositories for procuring User ID and password and registration of e-mail address for e-voting for the resolution set out in this notice:**

- In case shares are held in physical mode please provide Folio No., name of Member, 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 e-mail to [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- 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 [compliance@eurekaforbes.com](mailto:compliance@eurekaforbes.com). If you are an individual Member 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 Members holding securities in demat mode.**
- Alternatively Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and password for e-voting by providing above mentioned documents.
- In terms of SEBI Circular dated December 09, 2020 on e-voting facility provided by Listed Companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ Members, who will be present in the AGM through VC/OAVM facility and have not

casted their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

- Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

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

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of “VC/OAVM” 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 Member/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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members registered as speakers will be required to allow camera during AGM and hence are requested to use internet with a good speed to avoid any disturbance during the Meeting.
- Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- All queries/ grievances connected with the NSDL e-voting system may be addressed to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 or send an email to [evoting@nsdl.com](mailto:evoting@nsdl.com) or call : 022-48867000 and 022-24997000.



## EXPLANATORY STATEMENT

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

### Item No. 3:

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the said rules.

The Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s. J Chandra and Associates, Cost Accountants (Firm Registration No.: 000384), as the Cost Auditors to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2025, at a remuneration of ₹ 7,00,000/- (Rupees Seven Lakhs Only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the Financial Year ending March 31, 2025.

None of the Directors, Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution.

The Board recommends ratification of remuneration of Cost Auditors, as set out in Item No. 3 of the Notice for approval by the Members as an Ordinary Resolution.

By Order of the Board of Directors  
**For Eureka Forbes Limited**

**Pragya Kaul**  
Company Secretary & Compliance Officer  
Membership No: 17167

Place: Mumbai  
Date: August 08, 2024

**Details of Director seeking re-appointment at the 15<sup>th</sup> Annual General Meeting of the Company pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India**

<b>Name of the Director</b>	<b>Mr. Sahil Dilip Dalal</b>
DIN	07350808
Nationality	Indian
Date of first appointment on the Board	April 26, 2022 as an Additional Director
Date of Birth and Age	July 04, 1980 (44 years)
Qualifications	A BBA with High Distinction from The Ross School of Business at the University of Michigan and an MBA from the Wharton School at the University of Pennsylvania.
Capacity	Non-Executive and Non- Independent Director
Experience and expertise in Specific Functional Areas/Brief resume	Mr. Sahil Dalal joined Advent in 2009 and leads Advent India’s investing efforts in the Retail, Consumer & Leisure sector, and the Technology/Technology Services sector. Prior to Advent, Sahil was an associate with JLL Partners, a New York-based private equity firm where he focused on buyout and growth equity transactions. Prior to JLL Partners, Sahil spent three years with Bear Stearns in New York as an analyst in its Investment Banking Division. Sahil has 17 years of experience in Private Equity and 20 years of experience in financial services. Sahil has a BBA with High Distinction from The Ross School of Business at the University of Michigan and an MBA from The Wharton School at the University of Pennsylvania. Sahil has led, co-led, and supported on 12 investments at Advent. He is also a director in Advent India PE Advisors Private Limited, DFM Foods Limited and Modenik Lifestyle Private Limited and was previously a Director at Crompton Greaves Consumer Electricals Limited.
List of Directorship held in other companies	<b>Unlisted Companies:</b> <ul style="list-style-type: none"> <li>• DFM Foods Limited</li> <li>• Advent India PE Advisors Private Limited</li> <li>• Modenik Lifestyle Private Limited</li> </ul>
Companies from which the Director has resigned in the past three years	Crompton Greaves Consumer Electricals Limited
Membership/Chairmanship in the Committees of the Boards of Companies in which he is a Director as on March 31, 2024	<b>DFM Foods Limited</b> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> <li>2. Nomination &amp; Remuneration Committee - Member</li> <li>3. Stakeholders’ Relationship Committee - Member</li> <li>4. Risk Management Committee - Member</li> </ol> <b>Modenik Lifestyle Private Limited</b> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> <li>2. Corporate Social Responsibility Committee - Member</li> <li>3. Nomination &amp; Remuneration Committee - Member</li> </ol> <b>Advent India PE Advisors Private Limited</b> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee - Member</li> <li>2. Prevention of Sexual Harassment Committee - Member</li> </ol> <b>Eureka Forbes Limited</b> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> <li>2. Nomination &amp; Remuneration Committee - Member</li> <li>3. Risk Management Committee - Member</li> </ol>
Terms and Conditions of appointment/reappointment	In terms of Section 152(6) of the Companies Act, 2013, appointment as a Non-Executive Non- Independent Director subject to retirement by rotation
Details of remuneration sought to be paid	NIL  (Mr. Sahil Dilip Dalal has waived his right to sitting fees, commission and any other remuneration as may be entitled as Director of the Company)
Last drawn remuneration	NIL

<b>Name of the Director</b>	<b>Mr. Sahil Dilip Dalal</b>
Number of meetings of Board attended during the year	5 out of 6 meetings held
Number of shares held in the Company including shareholding as a beneficial owner	NIL
Justification for choosing the individual for appointment as an Independent Director	Not Applicable
Relationship with other Directors'/KMPs	Not related to any Director/Key Managerial Personnel