

Date: February 24, 2025

**BSE LIMITED**

Corporate Relations Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai-400001  
Scrip code: 543264

**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Listing Department  
Exchange Plaza, 5<sup>th</sup> Floor, Plot no. C/1  
G Block, Bandra Kurla Complex, Bandra (E)  
Mumbai-400051  
Scrip Code: NURECA

Dear Sir/Madam,

**Sub: Postal Ballot Notice regarding:**

This is to inform you that the Board of Directors of the Company in their Meeting held on 24<sup>th</sup> January, 2025, Friday had authorised the Management Committee of the Board to conduct the Postal Ballot for seeking shareholders approval on matters as under:

1. To appoint Dr. Rupinder Tewari (DIN 07009485) as an Independent Director of the Company.
2. To appoint Dr. Kuldip Kumar Bhasin (DIN 09250008) as an Independent Director of the Company.
3. To continue the appointment of Dr. Kuldip Kumar Bhasin (DIN 09250008) as an Independent Director.

The Board had authorised the Management Committee to finalize the cut off date for eligibility of shareholders to participate in the Postal Ballot, the e-voting period and other matters incidental thereto.

With respect to the above matters the Management Committee at their meeting held on 24<sup>th</sup> February, 2025, Monday have approved Postal Ballot Notice seeking approval of the Members in respect of the above matters by way of passing the Ordinary/ Special Resolutions through remote electronic voting (remote e-Voting).

In terms of relevant Circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall provide remote e-Voting facility for the said purposes.

The cut-off date of 21<sup>st</sup> February, 2025, Friday has been fixed to determine the eligibility of the Members to cast their vote through remote e-Voting facility.

In this regard, please find enclosed herewith the Postal Ballot Notice dated 24th February, 2025 together with the Explanatory Statement. The copy of the said Postal Ballot Notice is being uploaded on the website of the Company at [www.nureca.com](http://www.nureca.com) and on the website of Central Depository Services Limited at [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com).

**NURECA LIMITED**

Correspondence Office : SCO 6-7-8, 1st Floor, Madhya Marg, Sector 9-D, Chandigarh 160009  
Registered Office : 101 Office Number, Udyog Bhavan, 1st Floor, Sonawala Lane, Goregaon East,  
Mumbai City Maharashtra - 400063

Phone No +91-172-5292900 CIN L24304MH2016PLC320868

In conformity with the requirements, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on **Friday, 21<sup>st</sup> February, 2025**, being the Cut-off date as mentioned above.

The remote voting schedule is as under :

<b>E-voting: Start Date and Time</b>	<b>Saturday, March 01, 2025 and 09:00 AM(IST)</b>
<b>E-voting: End Date and Time</b>	<b>Sunday, March 30, 2025 and 05:00 PM(IST)</b>

The result of the remote e-voting shall be declared on or before Tuesday, 01<sup>st</sup> April , 2025.

Kindly take the above on record.

Thanking you,

**For Nureca Limited**

**NISHU** Digitally signed by  
**KANSAL** NISHU KANSAL  
Date: 2025.02.24  
19:54:42 +05'30'

**Nishu Kansal**

**Company Secretary & Compliance Officer**

**M.No. A33372**

## NURECA LIMITED

CIN : L24304MH2016PLC320868

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

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

### POSTAL BALLOT NOTICE

*[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]*

#### **To the Members of the Company,**

**Notice** is hereby given that the resolutions set out below are proposed to be passed by the Members of **Nureca Limited (“the Company”)** by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 108, Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 08.04.2020 and 17/2020 dated 13.04.2020 read with other relevant circulars, including General Circular No. 09/2024 dated 19.09.2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), SEBI Circular dated October 03, 2024, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is annexed hereto.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility to the members.

In accordance with the MCA and SEBI Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote.

**The e-voting period commences at 9:00 A.M. (IST) on ( Saturday, 01<sup>st</sup> March, 2025) and ends at 5:00 P.M. (IST) on (Sunday, 30<sup>th</sup> March, 2025) .**

## **SPECIAL BUSINESS**

### **Item No. 1**

#### **To appoint Dr. Rupinder Tewari (DIN 07009485) as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification (s), the following as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modifications (s) or re-enactment thereof for the time being in force) and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Dr. Rupinder Tewari (DIN 07009485), who was appointed, as an Additional Director (Independent Director) of the Company by the Board of Directors vide circular resolution dated 19th November, 2024, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from the 01st January, 2025 and who holds office as such upto the next general meeting or upto a period of three months from the date of appointment, whichever is earlier be and is hereby appointed as an Independent Director of the Company for a period of Five (5) consecutive years with effect from January 1, 2025 to December 31, 2029 and shall not be liable to retire by rotation. Dr. Tewari who is eligible for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an independent Director of the Company.

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

### **Item No. 2**

#### **To appoint Dr. Kuldip Kumar Bhasin (DIN 09250008) as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification (s), the following as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modifications (s) or re-enactment thereof for the time being in force) and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Dr. Kuldip Kumar Bhasin (DIN 09250008) who was appointed, as an Additional Director (Independent Director) of the Company by the Board of Directors vide circular resolution dated 19th November, 2024, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with

effect from the 01st January,2025 and who holds office as such upto the next general meeting or upto a period of three months from the date of appointment, whichever is earlier be and is hereby appointed as an Independent Director of the Company for a period of Five (5) consecutive years with effect from January 1, 2025 to December 31, 2029 and shall not be liable to retire by rotation. Dr.Bhasin who is eligible for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an independent Director of the Company.

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

### **Item No. 3**

**To continue the appointment of Dr. Kuldip Kumar Bhasin (DIN 09250008) as an Independent Director.**

To consider and, if thought fit, to pass with or without modification (s), the following as a **Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, approval of the Members be and is hereby accorded for continuation of holding of office of an Independent Director by Dr. Kuldip Kumar Bhasin (DIN 09250008), who shall attain the age of 75 (Seventy-Five) years on April 28, 2025 during his first term as an Independent Director of the Company.”

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

**By Order of the Board  
NURECA LIMITED**

**Sd/-  
Company Secretary**

**Date: 24<sup>th</sup> February,2025  
Place: Chandigarh**

## Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on **(Friday) 21st February, 2025** ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at [www.nureca.com](http://www.nureca.com), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Depository- CDSL at [www.evotingindia.com](http://www.evotingindia.com)
4. In view of the "Green Initiatives in Corporate Governance" introduced by the Ministry of Corporate Affairs and in terms of the provisions of the Companies Act, 2013, Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository participant(s).
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes the member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, Section 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations and SS-2 and any amendments thereto, the Company is providing the e – voting facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 A.M. (IST) on (Saturday) 01<sup>st</sup> March, 2025 and ends at 5:00 P.M. (IST) on (Sunday) 30<sup>th</sup> March, 2025. Members desiring to exercise their vote should cast their vote during this period only, to be eligible for being considered.**
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Sunday (30<sup>th</sup> March, 2025).**
10. The Board of Directors has appointed Mr. Prince Chadha, proprietor of M/s P. Chadha & Associates, Practicing Company Secretary as Scrutinizer's for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

11. The Scrutinizer will submit his report, after the scrutiny, to the Chairman & Managing Director of the Company or any person authorized by him. The result of E-voting shall be announced on or before 01<sup>st</sup> April, 2025, Tuesday, and will be displayed on the Company's website [www.nureca.com](http://www.nureca.com) and will also be communicated to Stock Exchanges and CDSL. The Company will also display the results of the Postal Ballot at its Registered Office & Corporate Office.
12. All documents referred to in this Postal Ballot Notice will be available for inspection until the last date of voting. Members seeking to inspect such documents can send an email to [cs@nureca.com](mailto:cs@nureca.com).

## INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

1. Pursuant to SEBI Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2020/242 dated December 9, 2020, under Regulation 44 of SEBI LODR, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all members' resolutions.
2. In terms of the said SEBI circular, 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 email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi Tab.</li> <li>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 the vote during the remote e-Voting period. 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.</li> <li>3) 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 and select New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-</li> </ol>

	Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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. CDSL and NSDL**



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 and 022 - 2499 7000

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN 250224014 for Nureca Limited on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at [prince.chadha88@gmail.com](mailto:prince.chadha88@gmail.com) and to the Company at the e-mail address [cs@nureca.com](mailto:cs@nureca.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
2. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.1800 21 09911.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT**

### **Item No. 1**

Pursuant to Section 149, 150, 152, 160 and schedule IV of the companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Dr. Rupinder Tewari as an Additional Director (Independent) of the Company vide circular resolution with effect from January 1, 2025 for a term of five years, who holds office as such up to the date of this Annual General Meeting of the Company or upto a period of three months from the date of appointment, whichever is earlier be and is hereby appointed as an Independent Director of the Company for a period of Five (5) consecutive years with effect from January 1, 2025 to December 31, 2029 .

Dr. Rupinder Tewari, aged 68, is a seasoned academic and microbiology-cum-biotechnology expert with over four decades of experience. He has an extensive educational background, holding dual Ph.D. degrees in Microbiology from Panjab University, Chandigarh, and the University of London, UK, as well as post-doctoral fellowships at Oakland University and Washington University, USA. A recipient of prestigious awards like the Commonwealth Academic Staff Scholarship and the Rockefeller Biotechnology Fellowship, Dr. Tewari has authored over 110 research papers and eight books, with his work recognized both in India and globally.

He retired as a Professor from Panjab University in 2021, where he held various leadership roles, including Dean (Faculty of Sciences), Chairperson (Departments of Microbial Biotechnology and Biotechnology), and Chief-Coordinator of several innovation clusters and policy research centers. He is also the founder of Department of Microbial Biotechnology. Dr. Tewari's contributions to policy research, innovation ecosystems, industry-academia partnerships, Prof Intellectual Property and Start-up ecosystem have been significant.

The Company has received a notice in writing from a Member in the prescribed manner, under Section 160 of the Act, proposing the candidature of Dr. Tiwari for the office of Director

of the Company.

The Company has received a declaration from Dr. Tiwari that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 (“the Act”) and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”). Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

In the opinion of the Board, Dr. Tewari is a person of integrity and possesses appropriate skills, experience, knowledge and qualifications in his field that are beneficial to the interest of the Company. Further, he fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations, and is independent of the Management.

Keeping in view his vast experience and knowledge, the Board considers that it will be in the interest of the Company to induct Dr. Rupinder Tiwari on the Board of the Company as an Independent Director. He brings a strong understanding of product development and commercialization, which aligns well with Nureca’s commitment to delivering advanced healthcare products. His knowledge in intellectual property and compliance will be instrumental for Nureca in expanding its patent portfolio and ensuring regulatory adherence across markets. Dr. Tewari’s strategic insight and policy expertise will also provide valuable guidance for Nureca’s long-term growth in the home healthcare sector. Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Disclosure under the applicable provisions of the Listing Regulations and the Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure A**.

A copy of the Letter of Appointment, issued to Mr. Rupinder Tiwari, setting out the terms and conditions, is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days.

Except for Dr. Rupinder Tiwari, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 1.

### **Item No. 2 and 3**

Pursuant to Section 149, 150, 152, 160 and schedule IV of the companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Dr. Kuldip Kumar Bhasin as an Additional Director (Independent) of the Company vide circular resolution with effect from January 1, 2025 for a term of five years, who holds office as such up to the date of this Annual General Meeting of the Company or upto a period of three months from the date of appointment, whichever is earlier be and is hereby appointed as an Independent Director of the Company for a period of Five (5) consecutive years with effect from January 1, 2025 to December 31, 2029 .

Dr. Bhasin, aged 74 years, is a distinguished academician and researcher with over four decades of experience in the field of chemistry. He has held esteemed positions, including NASI Senior Scientist Platinum Jubilee Fellow and Panjab University Professor Emeritus. Dr.

Bhasin has received numerous honors such as the Commonwealth Scholarship (U.K.), DAAD Fellowship (Germany), International Fellow (Stanford Research Institute, USA), Brain Pool Fellowship (S. Korea), Bronze Medal for Research by CRSI (Bangalore), honors/awards from prestigious Indian and international academies. He has supervised over 32 Ph.D. scholars, authored more than 200 research papers, and holds six U.S. patents. His research spans organosulfur, selenium, and tellurium compounds, alongside advancements in nano-chemistry and metal-organic frameworks. He is an elected Fellow of the National Academy of Sciences (NASI) Allahabad and Punjab Academy of Sciences (Patiala).

Dr. Bhasin's academic journey began with a Ph.D. from Panjab University, followed by postdoctoral studies at Glasgow and Strathclyde Universities U.K., Stanford Research Institute USA, Korea Institute of Energy Research Daejeon, Ludwig Maxmilian University, Munich. He has contributed extensively to Chemical Education and Environmental Chemistry, CAS coordinator UGC (New Delhi) and served as Dean, Faculty of Science at Panjab University Chandigarh.

The Company has received a notice in writing from a Member in the prescribed manner, under Section 160 of the Act, proposing the candidature of Dr. Bhasin for the office of Director of the Company.

The Company has received a declaration from Dr. Bhasin that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in writing to act as a Director of the Company.

Pursuant to Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless approval of the Members has been obtained through special resolution. Dr. Kuldip Kumar Bhasin will attain the age of 75 years during the proposed first term.

In the opinion of the Board, Dr. Bhasin is a person of integrity and possesses appropriate skills, experience, knowledge and qualifications in his field that are beneficial to the interest of the Company. Further, he fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations, and is independent of the Management.

Keeping in view his vast experience and knowledge, the Board considers that it will be in the interest of the Company to induct Dr. Bhasin on the Board of the Company as an Independent Director. With expertise in nanotechnology, organic synthesis, and patentable innovations, he can guide Nureca in strengthening the scientific and technical rigor of its healthcare products, particularly in categories such as chronic disease management and orthopaedic care. Mr. Bhasin's achievements in securing multiple patents and his familiarity with international quality standards will be critical as Nureca continues to develop and protect its USFDA-compliant product offerings. His experience in research and development at global institutions ensures that Nureca remains competitive and compliant in delivering high-quality, reliable healthcare solutions. Accordingly, the Board recommends the Special Resolutions set out at Item No. 2 and 3 of the Notice for approval by the Members.

Disclosure under the applicable provisions of the Listing Regulations and the Secretarial Standards on General Meetings has been annexed hereto and marked as **Annexure A**.

A copy of the Letter of Appointment, issued to Dr. Bhasin, setting out the terms and conditions, is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days.

Except for Dr. Kuldip Kumar Bhasin, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item No. 2 and 3.

**By Order of the Board  
NURECA LIMITED**

**Sd/-**

**Company Secretary**

**Date: 24<sup>th</sup> February, 2025  
Place: Chandigarh**

## Annexure A

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

<b>Name of the Director</b>	<b>Dr. Rupinder Tiwari</b>	<b>Dr. Kuldip Kumar Bhasin</b>
<b>Date of Birth (Age)</b>	27-09-1956 (68 years)	28.04.1950 (74 years)
<b>DIN</b>	07009485	09250008
<b>Original date of Appointment</b>	01.01.2025	01.01.2025
<b>Qualification(s)</b>	B.Sc. (Hons. School), M.Sc. (Hons. School), Ph.D. (Microbiology), Panjab University, Chandigarh (PU), Ph.D. (Microbiology) University of London, London, U.K. and Post-Doctoral Fellow, Oakland University, Rochester, MI, USA (1986-87), Washington University, St. Louis, MO, USA (1987-90).	Graduation from Panjab University, Hoshiarpur, Post-graduation in Chemistry from Himachal Pradesh University, Shimla and a Scholar Ph.D. in Chemistry from Panjab University, Chandigarh with Prof. R. C. Paul.
<b>Experience (including expertise in a specific functional areas)</b>	Dr. Rupinder Tewari is a seasoned academic and microbiology-cum-biotechnology expert with over four decades of experience. He has an extensive educational background, holding dual Ph.D. degrees in Microbiology from Panjab University, Chandigarh, and the University of London, UK, as well as post-doctoral fellowships at Oakland University and Washington University, USA. A recipient of prestigious awards like the Commonwealth Academic Staff Scholarship and the Rockefeller Biotechnology Fellowship, Dr. Tewari has authored over 110 research papers and eight books, with his work recognized both in India and globally.	Dr. Bhasin is a distinguished academician and researcher with over four decades of experience in the field of chemistry. He has held esteemed positions, including NASI Senior Scientist Platinum Jubilee Fellow and Panjab University Professor Emeritus. Dr. Bhasin has received numerous honors such as the Commonwealth Scholarship (U.K.), DAAD Fellowship (Germany), International Fellow (Stanford Research Institute, USA), Brain Pool Fellowship (S. Korea), Bronze Medal for Research by CRSI (Bangalore), honors/awards from prestigious Indian and international academies. He has supervised over 32 Ph.D. scholars, authored more than 200 research papers, and holds six U.S. patents. His

	<p>He retired as a Professor from Panjab University in 2021, where he held various leadership roles, including Dean (Faculty of Sciences), Chairperson (Departments of Microbial Biotechnology and Biotechnology), and Chief-Coordinator of several innovation clusters and policy research centers. He is also the founder of Department of Microbial Biotechnology. Dr. Tewari's contributions to policy research, innovation ecosystems, industry-academia partnerships, Prof Intellectual Property and Start-up ecosystem have been significant.</p>	<p>research spans organosulfur, selenium, and tellurium compounds, alongside advancements in nano-chemistry and metal-organic frameworks. He is an elected Fellow of the National Academy of Sciences (NASI) Allahabad and Punjab Academy of Sciences (Patiala).</p> <p>Dr. Bhasin's academic journey began with a Ph.D. from Panjab University, followed by postdoctoral studies at Glasgow and Strathclyde Universities U.K., Stanford Research Institute USA, Korea Institute of Energy Research Daejeon, Ludwig Maxmilian University, Munich. He has contributed extensively to Chemical Education and Environmental Chemistry, CAS coordinator UGC (New Delhi) and served as Dean, Faculty of Science at Panjab University Chandigarh.</p>
<p><b>Terms and Conditions of appointment/ re-appointment including detail of remuneration sought to be paid.</b></p>	<p>Appointment for a period of five (5) from 01.01.2025. He will be eligible for payment of sitting fee, as payable to other non-executive directors of the Company.</p>	<p>Appointment for a period of five (5) from 01.01.2025. He will be eligible for payment of sitting fee, as payable to other non-executive directors of the Company.</p>
<p><b>Details of remuneration last drawn</b></p>	<p>N.A.</p>	<p>N.A.</p>
<p><b>Board Membership of other companies [excluding Nureca Limited] as on date</b></p>	<p>Nectar Lifesciences Limited</p>	<p>Nectar Lifesciences Limited</p>
<p><b>Chairman [C]/ Member [M] of the Committee</b></p>	<p><b>Nureca Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul>	<p><b>Nureca Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul>



<p><b>of the Board of Directors of the companies in which he/she is a director as on date</b></p>	<ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee – Member</li> <li>• Risk Management Committee - Member</li> </ul> <p><b>Nectar Lifesciences Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairperson</li> <li>• Nomination &amp; Remuneration Committee- Chairperson</li> <li>• Risk Management Committee - Member</li> </ul>	<ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee- Member</li> </ul> <p><b>Nectar Lifesciences Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination &amp; Remuneration Committee- Member</li> <li>• Stakeholders Relationship Committee - Chairperson</li> <li>• Corporate Social Responsibility Committee - Member</li> </ul>
<p><b>No. of Board Meetings attended</b></p>	<p>N.A.</p>	<p>N.A.</p>
<p><b>No. of shares held in the company as on date</b></p>	<p>Nil</p>	<p>Nil</p>
<p><b>Relationship with other directors and KMPs</b></p>	<p>He is not related to any Director or Key Managerial Personnel of the Company.</p>	<p>He is not related to any Director or Key Managerial Personnel of the Company.</p>

**By Order of the Board  
NURECA LIMITED**

**Sd/-**

**Company Secretary**

**Date: 24<sup>th</sup> February, 2025  
Place: Chandigarh**