

# **New Era Alkaloids & Exports Limited**

Registered Office: 408, Wallfort Ozone, Fafadih, Raipur (Chhattisgarh) 492001  
[CIN NO: L24100CT1994PLC008842]

## **NOTICE OF 30<sup>th</sup> ANNUAL GENERAL MEETING (AGM)**

NOTICE is hereby given that **30<sup>th</sup> Annual General Meeting** of the Company for the **F.Y 2023-24** will be held at **03.30 P.M.** on **Friday, the 27<sup>th</sup> day of September, 2024** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) Facility to transact following business:

The proceedings of AGM shall be deemed to be conducted at the Registered Office of the company at 408, Wallfort Ozone, Fafadih (C.G) 492001 which shall be deemed venue of the AGM.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt financial statement containing the Balance Sheet as at 31st March, 2024 and Statement of Profit & Loss, Cash Flow and Notes to the Financial Statements for the period ended 31st March, 2024 forming part of the Accounts for the year 2023-24 along with the report of Board of Directors and the Report of the Independent Auditors thereon.
2. To consider re-appointment of director , Shri Hifzul Rahim (DIN: 08491854) who retire by rotation and being eligible, offers himself for reappointment and if thought fit, to pass the following resolution with or without modification as an **Ordinary resolution**–

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 Shri Hifzul Rahim (DIN:08491854) 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.”

3. To consider appointment of statutory auditors Batra Deepak & Associates., Chartered Accountants, Raipur (Firm registration number :005480C) and if thought fit, to pass the following resolution with or without modification as an **Ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of the section 139(8) of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s Batra Deepak and Associates, Chartered Accountants (FRN: 005480C) who were appointed by the Board of Directors as the Statutory Auditors of the Company w.e.f 20<sup>th</sup> August 2024 till the conclusion of this Annual General Meeting of the Company, to fill the casual vacancy caused by resignation of M/s Agrawal Shukla & Co,Chartered Accountants (FRN:326151E),the Statutory Auditors of the company be and is hereby approved at such remuneration as may be mutually decided by the board of directors of the company and auditor.

”**RESOLVED FURTHER THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act,2013 and the Companies (Audit and Auditors) Rules,2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), and pursuant to recommendation of Audit Committee of board ,M/s Batra Deepak & Associates Chartered Accountants (FRN: 005480C) be and are hereby appointed as the Statutory Auditor of the Company, for a term of five consecutive years to hold the office from the conclusion of this 30<sup>th</sup> Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be mutually decided by the board of directors of the company and auditor.

## **SPECIAL BUSINESS:**

### **4. Approval of request received from Promoter/Promoter Group for reclassification from “Promoter/Promoter Group” category to “Public category.”**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the “Listing Regulations”) including any other applicable provisions (as amended from time to time) and subject to approval from the MSEI Limited, (herein after referred to as stock exchange), and/or such other approval, if any, as may be required in this regard, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter/Promoter Group” category to “Public” category.”

<b>Name</b>	<b>Category</b>	<b>No. of Equity Shares</b>	<b>Percentage of holding</b>
Ravi Kamra	Promoter	30100	0.92%
Samir Kamra	Promoter Group	5000	0.15%
Manisha Kamra	Promoter Group	10000	0.30%
Pranjal Kamra	Promoter Group	2500	0.08%
Veena Kamra	Promoter Group	10000	0.30%

**“RESOLVED FURTHER THAT** the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from “Promoter” to “Public.”

**“RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, all the directors and Company Secretary of the company, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchange to seek their approval for the reclassification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.”

All the members are requested to attend the meeting.

By order of the Board  
**For, New Era Alkaloids & Exports Limited**

**Sd/-**  
**(Khushboo Rathi)**  
Company Secretary & Compliance Officer  
M.No.A66878

Date: 20<sup>th</sup> August 2024  
Place: Raipur (C. G.)

## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) setting out material facts relating to Ordinary Business under Item No.3 and Special Business under Item No. 4 of the Notice to be transacted at the 30th AGM is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”) is also provided in the said Statement.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its circular no. 10/2022 dated 28th December, 2022 read together with circular nos. 14/20 dated 8<sup>th</sup> April 2020,17/20 dated 13<sup>th</sup> April 2020, 20/2020 dated 5th May 2020, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 respectively (**collectively referred to as “MCA Circulars”**), permitted convening the Annual General Meeting (“AGM”) due in the year 2024 through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue till 30th September, 2024. In compliance with the MCA Circulars, this 30<sup>th</sup> AGM is being held through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and December 28, 2022 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 agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the 30<sup>th</sup>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 to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. 408, Wallfort Ozone, Fafadih, Raipur (C. G.) 492001 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Members who are Body Corporate(s) are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-Voting and e-Voting during the 30th AGM of the Company.
8. Details pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of director seeking appointment/re-appointment at Annual General Meeting forms part of the notice.
9. The Register of Members and Share Transfer Books will remain closed from 21<sup>st</sup> September, 2024 to 27<sup>th</sup> September, 2024 (both days inclusive).
10. CS Gurminder Dhani, Practicing Company Secretary (CP No. 14724 & Membership No. 39620) M/s Gurminder Dhani & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

#### 11. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI, the Notice of the 30th AGM along with the Annual Report of the Company for the financial year ended 31 March 2024 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA") or with their respective Depository Participants (DPs). Members may note that the Notice and Annual Report for the financial year ended 31st March 2024 is also available on the Company's website <https://www.neweraltd.com>/websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at <https://www.msei.in/> and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-Voting facility) at <https://www.evotingindia.com>. The Company will also be sending printed copies of the Annual Report 2023-24 to the shareholders on receipt of specific request.

12. Members who are holding Shares in Physical Form are requested to notify their e-mail address, addresses or Bank details or changes if any and attaching a self-attested copy of PAN card to the Company's Registrar and Transfer Agent (RTA) at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or to the Company at [neael@rediffmail.com](mailto:neael@rediffmail.com) and always quote their Folio Numbers in all correspondences with the Company and RTA. In respect of holding Shares in Electronic Form, members are requested to notify any change in email, addresses or Bank details to their respective Depository Participants.
13. 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.
14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
15. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send a duly certified copy of the are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in Electronic Form are, therefore, requested to submit the PAN to their Depository Participants with which they are maintaining their Demat Accounts. Members holding shares in Physical Form can submit their PAN details to the Company's Registrar and Transfer Agent.
17. Members who are still holding Shares in Physical Form are advised to dematerialize their shareholdings to avail the benefits of dematerialization which beside others include easy liquidity (since trading is permitted only in Dematerialized Form), electronic transfer, savings in stamp duty, prevention of forgery etc.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Members' Reference available on the Company's website under Investor resources and is also available on the website of the RTA at <http://www.beetalfinancial.in/BEETALFINANCIAL/downloadf.aspx> it may be noted that any service request can be processed only after the folio is KYC Compliant.
20. In line with the General Circulars No. 20/2020 dated May 5, 2020 and No. 02/2021 dated January 13, 2021, issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2023-24 are available on the Company's website viz. <https://www.neweraltd.com>/and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in). The AGM Notice is also available on the website of CDSL at <https://www.evotingindia.com/>

21. SEBI vide its circular dated May 30, 2022, has provided SOP effective from June 01, 2022, for resolving disputes between the Company and its all shareholders through the stock exchange arbitration mechanism. In furtherance to this, SEBI directed listed companies to inform its physical shareholders availability of said dispute resolution mechanism through emails or SMS on their mobile. Company has accordingly informed to its physical shareholders whose email ID or mobile no. registered with the Company regarding availability of said dispute resolution mechanism.

**22. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

The Company will provide VC / OAVM facility to its Members for participating at the AGM.

- a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. 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.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [neael@rediffmail.com](mailto:neael@rediffmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [neael@rediffmail.com](mailto:neael@rediffmail.com). These queries will be replied to by the company suitably by email.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. Only those shareholders, who are present in the 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 available during the EGM/AGM.
- c. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.

**NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [neweraltd.com](mailto:neweraltd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**23. Voting through electronic means-**

a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation the Company is leased to provide members facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited.

**b. THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on 24<sup>th</sup> September, 2024 from 10.00am onwards and ends on 26<sup>th</sup> September, 2024 at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) A person who is not a Member as on the cut-off date should treat this Notice of 30<sup>th</sup> AGM for information purpose only.
- (iii) Shareholders can opt only single mode of voting per EVSN i.e. If through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID"
- (iv) Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- (v) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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-Voting option where the e-voting 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 with NSDL	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>1) 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></p> <p>2) 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 or joining virtual meeting &amp; voting during the meeting</p>
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Individual Shareholders (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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**c. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders.
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 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 another than individual shareholders holding shares in Demat.</b>	
PAN	<p><b>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b></p> <ul style="list-style-type: none"> <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 OR Date of Birth (DOB)	<p><b>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.</b></p> <ul style="list-style-type: none"> <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. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
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 for *New Era Alkaloids and Exports 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.
- **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
    - a) 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 “Corporate” module.
    - b) 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).
    - c) 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.
    - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - e) 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.
    - f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;[neael@rediffmail.com](mailto:neael@rediffmail.com) (designated email address by company) if they have voted from
    - g) individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
  - d. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**
    1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
    2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
    3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [neael@rediffmail.com](mailto:neael@rediffmail.com) or to RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company at [neael@rediffmail.com](mailto:neael@rediffmail.com) or to RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT/ RETIRING BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING (IN PURSUANCE OF REGULATION 36(3) OF LISTING REGULATIONS AND SS-2):**

<b>PARTICULARS</b>	<b>DETAILS OF DIRECTORS</b>
Name	Mr. Hifzul Rahim
Category of Director	Executive Director
DIN	08491854
Brief Resume	
i) Age	28 Years
ii) Qualification	B- Com Graduate
iii) Nature of Expertise in specific functional area	Mr. Hifzul Rahim, aged 28 years is a B-Com Graduate having knowledge in the field of accounts, finance and others.
iv) Date of appointment/re-appointment on the Board of Company	27.09.2024- Re-appointment as Director liable to be retire by rotation.
Terms and Condition of appointment/re-appointment	To retire by rotation.
Name(s) of other Listed entities and other Board in which the person holds the Directorship	Natura Hue-Chem Limited Ashoka Refineries Limited
Name(s) of other Listed entities in which the person holds the Chairmanship/Membership of the Committee of the Board	<u>Ashoka Refineries Limited:</u> Stakeholders Relationship Committee: Member
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee-Member
Directorship Other than Listed Companies	Alligare Chem Private Limited
Relationship with Directors inter-se (As per Section 2 (77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014	NA

By order of the Board  
For, New Era Alkaloids & Exports Limited

Sd/-  
(Khushboo Rathi)  
Company Secretary & Compliance Officer  
M.No.A66878

Date: 20<sup>th</sup> August 2024  
Place: Raipur (C. G.)

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

The following Statement sets out all material facts relating to the ORDINARY Business mentioned in the Notice:

**Item No. 3**

M/s. Agrawal Shukla & Co., Chartered Accountants, was appointed as the Statutory Auditors of the Company at the 26<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2020. The auditors have tendered resignation from the office of statutory auditors with effect from 22<sup>nd</sup> July, 2024 because Mr. Pankaj Jain, the partner responsible for overseeing the audit of the company, is resigning from the firm Agrawal Shukla & Co, Chartered Accountants, bearing FRN: 326151E. Due to pre-occupancy, the remaining partners are unable to undertake the audit. To fill the casual vacancy caused by resignation of the statutory auditor, the Board of Directors of the Company at its meeting held on 20<sup>th</sup> August, 2024, based on the recommendations of the Audit Committee, have approved the appointment of M/s. Batra Deepak & Associates, Chartered Accountants (Firm Registration No.: 005408C), in terms of Section 139 of the Companies Act, 2013 (as amended) (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (as amended) to hold the office upto this Annual General Meeting, subject to the approval of the members. Considering wide experience and expertise of Batra Deepak & Associates, Chartered Accountants their appointment is proposed by the Board.

The approval of members for the said appointment is proposed in this meeting. M/s. Batra Deepak & Associates have consented to the proposed appointment for a term of 5 years and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

The Board, based on the recommendation of the Audit Committee, recommends the resolution as set out in item no. 3 of this notice to be passed as an ordinary resolution. None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 3 of this notice.

The following Statement sets out material facts relating to the SPECIAL Business mentioned in the Notice:

**Item No.04**

The Company had received request letters dated 30<sup>th</sup> July 2024 from the following persons belonging to the promoter and promoter group of the Company for re-classification from the ‘promoter and promoter group’ category to ‘public’ category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”):

Name of the Outgoing Promoters	Classification	No. of Equity Shares	Percentage of holding
Ravi Kamra	Promoter	30100	0.92%
Samir Kamra	Promoter Group	5000	0.15%
Manisha Kamra	Promoter Group	10000	0.30%
Pranjal Kamra	Promoter Group	2500	0.08%
Veena Kamra	Promoter Group	10000	0.30%
<b>TOTAL</b>		<b>57600</b>	<b>1.75%</b>

Each of the aforesaid promoters have in their respective request letters informed the Company that they are neither a part of the Board of Directors of the Company nor hold any Key Managerial Position in the Company. Further, they had confirmed in their letters that they do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement.

Pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid outgoing promoters/promoter group, in their respective request letters, have separately confirmed that each of them along with the persons related to them:

- (a) do not hold more than 10% of the voting rights in the Company;
- (b) do not exercise control over the affairs of the Company directly or indirectly;
- (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

- (d) are not represented on the Board (including not having a nominee director) of the Company;
- (e) are not acting as Key Managerial Personnel in the Company;
- (f) are not 'willful defaulter' as per the Reserve Bank of India Guidelines; and
- (g) are not fugitive economic offenders.

In view of the above, and on the basis of the rationale and the confirmations received from each of above stated outgoing promoters/promoter group, the Board of Directors of the Company, at its meeting held on 5th August 2024, analyzed the requests made by above outgoing promoters/promoter group and in compliance with Regulation 31A of the Listing Regulations, approved the request for re-classification, inter alia subject to approval by the members, the stock exchanges where the shares of the Company are listed namely Metropolitan Stock Exchange of India Limited (collectively "Stock Exchanges"), and/or such other approval, if any as may be necessary in this regard.

As required under Regulation 31A (8) of the Listing Regulations, the Company has intimated the Stock Exchanges of receipt of reclassification request from above outgoing promoters/promoter group on 30<sup>th</sup> July 2024 and the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchanges on 5th August 2024.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'Promoters/Promoter Group' category to 'Public' holding more than one percent of total voting rights in the company, inter alia, requires approval of shareholders of the Company by way of an Ordinary Resolution, in which the Outgoing Promoters and persons related to the Outgoing Promoters will not vote to approve the resolution.

Accordingly, the Board recommends the resolution proposed in Item No.4 of the Notice for the approval of members by way of an Ordinary Resolution.

Upon receipt of approval of the shareholders, an application in this regard shall be submitted to the stock exchanges' for their approval.

None of the directors or key managerial personnel of the Company or their relatives are in any way concerned or interested in the proposed resolution as set out in item No. 4 of the Notice.

By order of the Board  
**For, New Era Alkaloids & Exports Limited**

**Sd/-**  
**(Khushboo Rathi)**  
Company Secretary & Compliance Officer  
M.No.A66878

Date: 20<sup>th</sup> August 2024  
Place: Raipur (C. G.)