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New Era Alkaloids & Exports Limited

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

NOTICE OF 31st ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that **31st Annual General Meeting** of the Company for the **F.Y 2024-25** will be held at **03.30 P.M. on Monday, the 29th day of August, 2025** 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, 2025 and Statement of Profit & Loss, Cash Flow and Notes to the Financial Statements for the period ended 31st March, 2025 forming part of the Accounts for the year 2024-25 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."

SPECIAL BUSINESS:

3. **TO APPOINT SECRETARIAL AUDITORS OF THE COMPANY:**

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, M/s Gurminder Dhami & Associates, Practicing Company Secretaries (CP No. 14724 & Membership No. 39620) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

All the members are requested to attend the meeting.

4. **TO RE-APPOINT THE MANAGING DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, and in accordance with the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ravindra Pokharna (DIN: 01121333) as the Managing Director of the Company, for a further period of 5 (five) years commencing from 14th August, 2025, on such terms and conditions including remuneration as set out in the draft agreement to be entered into between the Company and Mr. Ravindra Pokharna on the remuneration and other terms as set out below:

BASIC SALARY

As per the terms of the Agreement.

PERIOD OF APPOINTMENT

From 14th August, 2025 to 13th August, 2030.

PERQUISITES

As permissible under the Schedule V of the Companies Act, 2013.

COMMISSION

No Commission shall be paid.

MINIMUM REQUIREMENT

In the event of any loss or inadequacy of profits in any financial year during the currency of his tenure as the managing Director, remuneration by way of salary, perquisites and other allowances shall be in accordance with the ceiling prescribed in Schedule V of the Companies Act, 2013 or any statutory modifications thereof.

RESOLVED FURTHER THAT Mr. Ravindra Pokharna will be a director not liable to retire by rotation.”

5. **TO APPOINT MR. GAURAV SONI (DIN:11252209) AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and that of the Articles of Association of the Company, Mr. Gaurav Soni (DIN: 11252209) who has submitted a notice in writing under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria of independence as provided under the Companies Act and SEBI (LODR) Regulations, be and is hereby appointed as an Independent Director of the Company and shall hold office for a term of 5 (five) consecutive years commencing from 1st October, 2025 and ending on 30th September, 2030.

RESOLVED FURTHER THAT any of the director or company secretary of the company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required”.

6. TO APPOINT MISS AANCHAL AGRAWAL (DIN:11257393) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and that of the Articles of Association of the Company, Ms. Anchal Agrawal (DIN: 11257393) who has submitted a notice in writing under Section 160 of the Act proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria of independence as provided under the Companies Act and SEBI (LODR) Regulations, be and is hereby appointed as an Independent Director of the Company and shall hold office for a term of 5 (five) consecutive years commencing from 1st October, 2025 and ending on 30th September, 2030.

RESOLVED FURTHER THAT any of the director or company secretary of the company for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required”.

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

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

Date: 28th August 2025
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.2 and Special Business under Item No. 3, 4, 5 and 6 of the Notice to be transacted at the 31st 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 8th April 2020, 17/20 dated 13th 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 9/2024 dated September 19, 2024 respectively (**collectively referred to as "MCA Circulars"**), permitted convening the Annual General Meeting ("AGM") due in the year 2025 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue till 30th September, 2025. In compliance with the MCA Circulars, this 31st 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 31st 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 31st 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 23rd September, 2025 to 29th September, 2025 (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. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing would declare the result of the voting forthwith.

12. 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 31ST AGM along with the Annual Report of the Company for the financial year ended 31st March 2025 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 2025 is also available on the Company's website www.neweraltd.com websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at www.msei.in and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-Voting facility) at www.evotingindia.com. The Company will also be sending printed copies of the Annual Report 2024-25 to the shareholders on receipt of specific request.

13. 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 or to the Company at 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.
14. 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.
15. 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.
16. Corporate Members are entitled to appoint authorized representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act.
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 www.beetalfinancial.in/BEETALFINANCIAL/download.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 2024-25 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 2024-25 are available on the Company's website viz. 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. The AGM Notice is also available on the website of CDSL at 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. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile number, PAN, mandates, nominations, power of attorney, and bank details such as name of the bank and branch, bank account number, MICR code, IFSC code, etc.:

- For shares held in demat mode: to their respective Depository Participants (DPs).
- For shares held in physical mode: to the Company or its Registrar and Share Transfer Agent (RTA) by submitting the prescribed Form ISR-1 and other applicable forms, in accordance with SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023.

23. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - smartodr.in/login") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

24. 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 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 / iPad 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. 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. 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 and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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 favor 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. 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 31st 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 26th September 2025 from 10:00 am onwards and ends on 28th September ,2025 at 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2025 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 31st 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	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab and then use the existing my easi username & Password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at web.cdslindia.com/myeasi/Registration/EasiRegistration and click on login & New System Myeasi Tab and then click on registration option.

		4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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Individual Shareholders holding securities in demat mode with NSDL	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: eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 1) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
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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.
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 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:

For Physical shareholders another than individual shareholders holding shares in Demat.	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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 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.
 - 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 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 (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 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:

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 or to RTA at 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 or to RTA at 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):

PARTICULARS	DETAILS OF DIRECTORS
Name	Mr. Hifzul Rahim
Category of Director	Executive Director
DIN	08491854
Brief Resume	
i) Age	30 Years
ii) Qualification	B- Com Graduate
iii) Nature of Expertise in specific functional area	Mr. Hifzul Rahim, aged 30 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	29 th September 2025- 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: 28th August 2025
Place: Raipur (C. G.)

Sr. No.	PARTICULARS	DETAILS OF DIRECTOR	DETAILS OF DIRECTOR	DETAILS OF DIRECTOR
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment of Mr. Gaurav Soni (DIN: 11252209) is proposed as a non-executive independent director of the company.	Appointment of Ms. Anchal Agrawal (DIN: 11257393) is proposed as a non-executive independent director of the company.	Re-Appointment of Mr. Ravindra Pokharna (DIN:01121333) as the Managing Director of the company subject to the approval of the members of the company.
2.	Date of appointment/cessation (as applicable) & term of appointment;	Term of Appointment – Appointment of Mr. Gaurav Soni is proposed as a Non-Executive Independent Director effective from 01 st October 2025. The term of his appointment as an Independent Director shall be for a period of five (5) years, subject to the approval of shareholders, as per regulatory requirements	Term of Appointment – Appointment of Ms. Anchal Agrawal is proposed as a Non-Executive Independent Director effective from 01 st October 2025. The term of his appointment as an Independent Director shall be for a period of five (5) years, subject to the approval of shareholders, as per regulatory requirements	Re-Appointed w.e.f. August 14 th , 2025 for a further period of 5 years
3.	Brief profile	Mr. Gaurav Soni has experience and knowledge in the areas of corporate management, governance, business administration and labour laws. He has been associated with various organisations and has contributed in the fields of strategic planning, compliance, and general management.	She possesses knowledge and experience in the field of corporate laws, secretarial practices, corporate governance, and compliance management. She has been associated with secretarial functions including board and shareholder matters, regulatory filings, and governance-related compliances.	Mr. Ravindra Pokharna is a Science Graduate and has widespread experience in industry and has good business exposure and sense of reasonability. He possesses rich experience of more than 25 years and also possess good knowledge of accounts and finance.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Gaurav Soni is not related to any Director of the Company and satisfies the criteria of independence prescribed under the Companies Act, 2013, and SEBI LODR.	Ms. Anchal Agrawal is not related to any Director of the Company and satisfies the criteria of independence prescribed under the Companies Act, 2013, and SEBI LODR.	Not Applicable

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 Special Business mentioned in the Notice:

Item No.03

The Board at its meeting held on 14th August, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Gurminder Dhani & Associates, Practicing Company Secretaries (CP No. 14724 & Membership No. 39620), a peer reviewed firm as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Gurminder Dhani & Associates is a well-known firm of Practicing Company Secretaries based in Raipur. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. Gurminder Dhani & Associates focused on providing comprehensive professional services in corporate law, SEBI regulations, compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

Gurminder Dhani & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered Gurminder Dhani & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be such fees as may be mutually agreed between the Board of Directors and Gurminder Dhani & Associates. In addition to the secretarial audit, Gurminder Dhani & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

Item No.04

Mr. Ravindra Pokharna was appointed as the Managing Director of the Company for a period of Five years with effect from 1st April, 2020 post approval of the members.

The Board of Directors, at its meeting held on 14th August, 2025, based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, has approved the reappointment of Mr. Ravindra Pokharna as the Managing Director of the Company for a further period of five years with effect from 14th August, 2025.

Mr. Ravindra Pokharna is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as the Managing Director of the Company. Mr. Ravindra Pokharna satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Part-I of Schedule V to the Act, for being eligible for his appointment.

The terms and conditions of his re-appointment, are as under:

BASIC SALARY

As per the terms of the Agreement.

PERIOD OF APPOINTMENT

From 14th August, 2025 to 13th August, 2030.

PERQUISITES

As permissible under the Schedule V of the Companies Act, 2013.

COMMISSION

No Commission shall be paid.

MINIMUM REQUIREMENT

In the event of any loss or inadequacy of profits in any financial year during the currency of his tenure as the managing Director, remuneration by way of salary, perquisites and other allowances shall be in accordance with the ceiling prescribed in Schedule V of the Companies Act, 2013 or any statutory modifications thereof.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

Item No:5

The Board of Directors on its meeting held on 28th August, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Gaurav Soni (DIN: 11252209) as an Independent Director, not liable to retire by rotation, of the Company for a term of 5 years commencing from 1st October, 2025 to 30th September, 2030 (both days inclusive), subject to approval of the members of the Company at the ensuing General Meeting.

The process of shortlisting and selection of the new Independent Director was carried out and concluded by Committee members who were Independent Directors and not considered interested in such proposal. After considering qualifications, skill sets, experience, independence, knowledge, ability to devote sufficient time, the Committee selected and recommended to the Board, the appointment of Mr. Gaurav Soni as an Independent Director of the Company.

Mr. Gaurav Soni has experience and knowledge in the areas of corporate management, governance, business administration and labour laws. He has been associated with various organizations and has contributed in the fields of strategic planning, compliance, and general management.

Mr. Gaurav Soni would be entitled to sitting fees for attending the Meetings of the Board of Directors.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr. Gaurav Soni (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Gaurav Soni for the office of Directors of the Company.

Item No:6

The Board of Directors on its meeting held on 28th August, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Ms. Anchal Agrawal (DIN: 11257393) as an Independent Director, not liable to retire by rotation, of the Company for a term of 5 years commencing from 1st October, 2025 to 30th September, 2030 (both days inclusive), subject to approval of the members of the Company at the ensuing General Meeting.

The process of shortlisting and selection of the new Independent Director was carried out and concluded by Committee members who were Independent Directors and not considered interested in such proposal. After considering qualifications, skill sets, experience, independence, knowledge, ability to devote sufficient time, the Committee selected and recommended to the Board, the appointment of Ms. Anchal Agrawal as an Independent Director of the Company.

Ms. Anchal Agrawal possesses knowledge and experience in the field of corporate laws, secretarial practices, corporate governance, and compliance management. She has been associated with secretarial functions including board and shareholder matters, regulatory filings, and governance-related compliances.

Ms. Anchal Agrawal would be entitled to sitting fees for attending the Meetings of the Board of Directors.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Ms. Anchal Agrawal (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Anchal Agrawal for the office of Directors of the Company.

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

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

Date: 28th August 2025
Place: Raipur (C. G.)