



(formerly known as Saurav Chemicals Limited)

**Corp. Office:** Plot No. 370, Industrial Area, Phase-II, Panchkula, Haryana, India-134109  
Tel: +91-172-5054817-18, Website: www.scllifesciences.com, CIN: U24112PB1993PLC014017

## NOTICE FOR ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 33<sup>rd</sup> Thirty-Third Annual General Meeting of the Members of the Company will be held on **Monday the 15<sup>th</sup> day of June 2026 at 10:30 A.M. (IST)** at the Registered office at Derabassi-Barwala Road, Village Saidpura, Tehsil Derabassi, Distt. Sahibzada Ajit Singh Nagar, Punjab, India -140507, in person or through video conferencing (VC) or other audio-visual mode (OAVM). The following business will be transacted at the Meeting:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Financial Statements containing the Balance Sheet, the Statement of Profit and Loss Account, Cash Flow Statement for the year ended 31<sup>st</sup> March 2026 and Notes forming part of the financial statements together with the Auditor's and Director's reports and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**“RESOLVED THAT** Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2026, together with the Auditor's and Director's report, be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mr. Nitish Mukherjee (DIN: 00561390) who retires by rotation and being eligible, offers himself for re-appointment and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**“RESOLVED THAT** Mr. Nitish Mukherjee (DIN: 00561390) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. To appoint a director in place of Ms. Shweta Mehta (DIN: 00158195) who retires by rotation and being eligible, offers himself for re-appointment and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

**“RESOLVED THAT** Ms. Shweta Mehta (DIN: 00158195) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

4. To approve the final dividend for the Financial Year ending on 31<sup>st</sup> March 2026 and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** a final dividend of Rs.40/- per Equity Share of Rs. 10/- each for the Financial Year 2025-26, as recommended by the Board in its Meeting held on 20<sup>th</sup> May 2026, be and is hereby approved and declared.”

5. To approve payment of professional fees to Mr. Nitish Mukherjee, Director, for rendering specialized professional services 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 Section 197, Section 188, if applicable, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies (Meetings of Board and its

Powers) Rules, 2014 and other applicable rules made thereunder, including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Audit Committee, Nomination & Remuneration Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded for re-appointment of Mr. Nitish Mukherjee, Director of the Company, for rendering specialized professional services in the nature of leadership mentoring, executive coaching, strategic advisory and capability development services for the senior leadership team of the Company, for the period commencing from 1st April, 2026 and ending on 31st March, 2027, on such terms and conditions as may be set out in the professional services agreement to be executed by the Company with Mr. Nitish Mukherjee.

**RESOLVED FURTHER THAT** the Members do hereby note and accord consent for payment of professional fees of ₹4,00,000/- (Rupees Four Lakhs only) per month, plus applicable taxes, to Mr. Nitish Mukherjee for the aforesaid services with effect from 1st April, 2026 till 31st March, 2027, subject to any threshold limit provided or may be provided under the applicable laws.

**RESOLVED FURTHER THAT** Either of Mr. Parveen Goyal, Chairman cum Managing Director or Mr. Saurav Goyal, Whole Time Director of the Company (including any Committee thereof) be and is hereby authorized to finalize and execute the professional services agreement / engagement letter with Mr. Nitish Mukherjee, amend the terms thereof from time to time within the overall limits approved herein, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including making necessary filings, disclosures and obtaining such approvals, consents and permissions as may be required under applicable law.”

#### **SPECIAL BUSINESS**

6. To approve the remuneration of the Cost Auditors for the financial year 2026-27 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 Section 148 and all other applicable provisions of the Companies Act, 2013 and read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s Shakti K. Associates, Cost Accountants (Registration No. 100580) appointed by the Board of Directors of the Company in its Meeting held on 20<sup>th</sup> May 2026, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ended on 31<sup>st</sup> March 2027, amounting to Rupees Ninety-Five Thousands, plus GST. The remuneration to be paid to M/s Shakti K. Associates be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** Mr. Parveen Goyal, Chairman cum Managing Director or Saurav Goyal, Whole time Director or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things may be necessary to give effect to this resolution.”

For and on behalf of the Board of Directors

(Parveen Goyal)

Chairman cum Managing Director

DIN: 00155519

Address: H. No. 466, Sector-6,  
Panchkula-134109

Place: Panchkula

Date : 20-May-2026

#### **NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting, is annexed hereto. The Board of Directors of the Company at its Meeting held on 20<sup>th</sup> May 2026 considered that the special item No. 6, was to be transacted at the 33<sup>rd</sup> Annual General Meeting of the Company.

## 2. General Instructions for accessing and participating in the 33<sup>rd</sup> Annual General Meeting:

- Since this AGM is being held through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the proxy form is not annexed to this notice. The route map is also not required to be annexed to the notice.
- However, Institutional Investors / Corporate Shareholders (i.e., other than Individual/ HUF/ NRI etc.) can appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM.
- Members may join the AGM through VC/OAVM facility by clicking on the invitation sent through Microsoft Teams separately on the registered mail id of the Members. This link shall be kept open for the Members from 09:45 a.m. IST, i.e., 15 minutes before the time scheduled to start the AGM.
- Attendance of the Members participating in the 33<sup>rd</sup> AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Members may cast their vote by sending assent or dissent on the above-said resolutions through a ballot paper on the email id [saurav.goyal@scclifesciences.com](mailto:saurav.goyal@scclifesciences.com) during the Meeting.
- In line with the MCA Circulars, the Notice of the AGM will be available on the website of the Company at [www.scclifesciences.com](http://www.scclifesciences.com).
- Members are requested to notify changes (if any, in their address, email i.d., nominations etc.) in their address if any to the Company.
- Notice of the AGM (along with Attendance Slip, Ballot Paper) and the Annual Report for the F.Y. 2025-26 are being sent electronically to the Members whose email IDs are registered with the Company, unless any Member has requested a physical copy of the same.
- Members holding shares in the physical form are requested to apply for dematerialization of the shares.
- Members are requested to quote ledger folio numbers /DPID and Client ID in their correspondence.
- Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at [saurav.goyal@scclifesciences.com](mailto:saurav.goyal@scclifesciences.com) at least ten days prior to the Meeting so that the required information can be shared through e-mail.
- The Board of Directors has recommended a Final Dividend of Rs.40/-per Equity Share for the year ended 31<sup>st</sup> March 2026 subject to the approval of the shareholders at the 33<sup>rd</sup> AGM. During the year 2026-27.
- Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at [saurav.goyal@scclifesciences.com](mailto:saurav.goyal@scclifesciences.com). For details, Members may refer to the "Communication on TDS on Dividend Distribution" enclosed with this Notice of AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE  
COMPANIES ACT, 2013**

**ITEM NO.5**

The Members of the Audit Committee and the Nomination & Remuneration Committee, at their respective meetings held on 23rd April, 2026, had approved and recommended to the Board the re-appointment / engagement of Mr. Nitish Mukherjee, Director of the Company, as Trainer / Coach / Mentor for the period from 1st April, 2026 to 31st March, 2027 for rendering specialized professional services to the senior leadership team of the Company.

**ITEM NO.6**

Pursuant to Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to conduct an audit of its cost records for specified products conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board of Directors of the Company in its Meeting held on 20<sup>th</sup> May 2026 had approved the re-appointment of M/s Shakti K. Associates, Cost Accountants (Registration No. 100580), as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2026-27 at a remuneration of Rupees Ninety-Five Thousands per annum plus applicable taxes.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Ordinary Resolution set out in Item no. 6.

**For and on behalf of the Board of Directors**



**(Parveen Goyal)**

**Chairman cum Managing Director**

DIN: 00155519

Address: H. No. 466, Sector-6,  
Panchkula-134109

**Place: Panchkula**

**Date: 20-May-26**

**ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:**

<b>Name of the Director</b>	<b>Nitish Mukherjee</b>	<b>Shweta Mehta</b>
DIN	00561390	00158195
Date of Birth	09.05.1958	08.01.1979
Age	67	47
Date of first Appointment	First appointment w.e.f. 20.11.2018	First appointment w.e.f. 19.09.2012, reappointed on 28.08.2023
Qualifications	Graduated from Delhi University and he is Certified International Coaching Federation Accredited Coach	Graduated and LLB
Membership of Committees/ Chairmanship in other Companies	NIL	NIL
Board Meetings attended during the year 2025- 2026	4	4
No. of shares held	NIL	NIL
Relationships between Directors inter-se	NIL	Sister of Mr. Sameer Singla
Terms and conditions of appointment or re-appointment of Director	As per the Board Resolution	As per the Board Resolution
Remuneration proposed to be paid	Rs. 4,00,000/- per month	NIL



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### ATTENDANCE SLIP

Members are requested to send this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd Folio No./ Client ID & DP ID	
No. of Shares	

Name of the Shareholder	
Address of the Shareholder	

I/ We hereby record my/ our presence at the **33<sup>rd</sup> ANNUAL GENERAL MEETING** of the Company held on **Monday the 15<sup>th</sup> day of June 2026 at 10:30 A.M. (IST)** at Registered office at Derabassi-Barwala Road, Village Saidpura, Tehsil Derabassi, Distt. Sahibzada Ajit Singh Nagar, Punjab, India -140507 in person or through VC.

Signature of the Shareholder



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**Form No.: MGT- 12**

**Ballot Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Ballot Paper for a poll on the resolutions at 33<sup>rd</sup> Annual General Meeting of **SCL Lifesciences Limited** (formerly known as Saurav Chemicals Limited) (CIN: U24112PB1993PLC014017) held on **Monday the 15<sup>th</sup> day of June 2026 at 10:30 A.M.** (IST) at Registered office at Derabassi-Barwala Road, Village Saidpura, Tehsil Derabassi, Distt. Sahibzada Ajit Singh Nagar, Punjab, India -140507, in person or through video conferencing or other audio-visual modes.

**BALLOT PAPER**

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ Client ID & DP ID	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item (Ordinary /Special Resolutions)	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Annual Financial Statements containing the Balance Sheet, the Statement of Profit and Loss Account, Cash Flow Statement for the year ended 31 <sup>st</sup> March 2026 and Notes forming part of the financial statements together with the Auditor's and Director's reports.			
2	To appoint a director in place of Nitish Mukherjee (DIN: 00561390) who retires by rotation and being eligible, offers himself for re-appointment.			
3	To appoint a director in place of Ms. Shweta Mehta (DIN: 00158195) who retires by rotation and being eligible, offer himself for re-appointment.			
4	To approve the final dividend for the Financial Year ending on 31 <sup>st</sup> March 2026.			

5.	To approve payment of professional fees to Mr. Nitish Mukherjee, Director, for rendering specialized professional services.			
6.	To approve the remuneration of the Cost Auditors for the financial year 2026-27.			

Note: Please note that only one column (FAVOUR or AGAINST) should be ticked (✓ or X). If a shareholder ticks both columns, then his vote shall be treated as invalid.

**Place:**

**Date:**

**(Signature of the Shareholder)**