



## NOTICE

Notice is hereby given that the **Thirty Ninth Annual General Meeting** of the members of the Company Coral Laboratories Limited will be held on Friday, September 24, 2021 at 11:00 a.m. at the Registered office of the Company at SF-206, Silver Oak Complex, B.P.C. Road, Vadodara, Gujarat 390020 to transact the following business: -

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021, together with the Directors' Report and Auditors Report thereon.
2. To appoint a Director in place of Mr. Girish Dhameja (DIN: 07798455), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### **3. APPOINTMENT OF STATUTORY AUDITORS:**

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

“**RESOLVED THAT** pursuant to section 139(8) and other applicable provisions if any, of Companies Act 2013 as amended from time to time (including any statutory modification or amendment thereto or re-enactment thereof for time being in force), M/s. M. A. Parekh & Associates, Chartered Accountants (having Firm Registration No: 121973W) located at “543, Kalbadevi Road, Ravindra House, 2nd Floor, Near Metro, Mumbai 400002 be and is hereby appointed as Statutory Auditors of the Company for a period of four consecutive years i.e. from the conclusion of 39th Annual General Meeting till the conclusion of 42nd Annual General Meeting of the Company and to examine and audit the Accounts of the Company for the financial year commencing from April 1, 2021, on such remuneration as shall be fixed by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** M/s. M. A. Parekh & Associates, Chartered Accountants (having Firm Registration No: 121973W) shall be entitled to hold office as the Statutory Auditor of the Company till the conclusion of the 42nd Annual General Meeting and they shall conduct the Statutory Audit for period of four years commencing from April 1, 2021, and, on such terms, and conditions as mutually agreed.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to all the above resolution.”

### **SPECIAL BUSINESS:**

### **4. REGULARISATION OF MR. MALAY DOSHI (DIN:09186000) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit to pass with or without modification, the following resolution as **Special Resolution:**

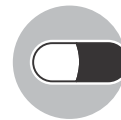
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Rules, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Malay Doshi (DIN: 09186000), who was appointed by the Board of Directors as an Additional (Independent) Director of the company with effect from 27th May 2021, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of five years commencing from May 27, 2021 to May 26, 2026.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

### **5. APPROVAL FOR UNDERTAKING MATERIAL RELATED PARTY TRANSACTIONS(S) WITH MR. CHETAN DOSHI PROMOTER OF THE COMPANY**

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

“**RESOLVED THAT** subject to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, the Policy on dealing with Related Party Transactions approved by the Company, and the Memorandum and Articles of Association of the Company, the approval of the Members be and is hereby accorded for the Company to enter into agreement and undertake transaction(s) with Mr. Chetan Doshi Promoter of the Company and Relative of Mrs. Purvi



Chetan Doshi, Director of the Company by appointing him as the Export Business Development Head of the Company after recognising his tireless efforts in getting business, export orders for the Company, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value not exceeding INR 1.25 Cr per annum and such remuneration shall be given in foreign currency starting from July 01, 2021 on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution), provided however that the transactions so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business in accordance with the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

**6. RATIFICATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE YEAR 2021-2022:**

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 Sections 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Jitendrakumar & Associates, Cost & Management Associates (Firm Registration No. 101561), appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2021-22 be paid a remuneration for the financial year ending March 31 2022, amounting to Rs 1,30,000 plus taxes as applicable."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to all the above resolution."

**By Order of the Board**

**For Coral Laboratories Limited**

Sd/-

**Girish Dhameja**  
**Whole Time Director**  
**(DIN: 07798455)**

Sd/-

**Sushma Kadkade**  
**Director & CFO**  
**(DIN: 07791735)**

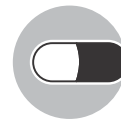
**Place: Mumbai**

**Date: 13/08/2021**



## NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out under the notice is annexed hereto with material facts concerning the business. The additional and relevant details, pursuant to Regulations 36(3) and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of auditors seeking appointment/re-appointment of auditors at this Annual General Meeting (“AGM”) are also annexed. The Directors have also furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE. PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
3. Members/Proxies should bring duly filled attendance slips attached herewith for attending the Meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to mail to [cs@corallab.com](mailto:cs@corallab.com). A Certified copy (PDF format) of the Board Resolution authorizing their representative to attend the AGM and vote on their behalf.
6. Annual Report has been distributed to those members holding shares in physical and Demat form whose names appeared on the Company’s Register of Members on closure of business hours of **Friday, August 27, 2021**.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 18, 2021, to Friday, September 24, 2021 (both days inclusive).
8. In line with the MCA Circulars, the notice of the 39th AGM along with the Annual Report for Financial Year 2020-21 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report for Financial Year 2020-21 will also be available on the Company’s website [www.corallab.com](http://www.corallab.com) websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
9. As per RBI notification, with effect from October 1, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new and unique bank account number, allotted by banks pursuant to implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transaction.
10. In this regard, shareholders holding shares in electronic form are requested to furnish the new 9-digit Bank Account Number allotted to them by your bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP). Please send these details to the Company/Registrars if the shares are held in physical form immediately.
11. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer, Link Intime India Private Limited, C-101, 247 Park L.B.S Marg, Vikhroli (West), Mumbai-400083.
12. In view of the massive outbreak of the COVID-19 pandemic, Members are requested to wear the mask at the venue during the Annual General Meeting and maintain Social Distancing. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, kindly note that company is exempted from sending physical copies of notice and annual report to



shareholders. However, the shareholders are requested to update their email id with the registrar.

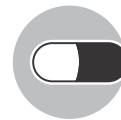
13. In accordance with the Circulars, and to support the “Green Initiative”, members who have not registered their e-mail address may register their e-mail address with their depository participant or send their consent at [cs@corallab.com](mailto:cs@corallab.com) along with their folio no./DP ID client ID and valid e-mail address for registration.
14. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
15. **Members holding shares in physical mode are requested to intimate changes in their address along with proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA). Members who hold shares in the dematerialized form and want to change/correct the bank account details are requested to send the intimation for change of address/bank mandate to their respective Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants.**
16. Members who are holding physical shares in identical order of names or joint holding in the same order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in a single folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
17. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019, unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are also requested to take immediate action to Demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent. In respect of shares held in electronic/Demat form, the members may please contact their respective depository participant.
19. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DOP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long, periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, details of Director seeking re-appointment at the Annual General Meeting, forms part of the notice and is appended to the notice.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection by the members at the AGM. Members seeking to inspect such documents are requested to write to the company by sending e-mail to [cs@corallab.com](mailto:cs@corallab.com) at least 10 days before the meeting i.e latest by Tuesday, September 14, 2021.
23. **Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to the Company by sending email to [cs@corallab.com](mailto:cs@corallab.com) at least ten days before the date of the meeting i.e latest by Tuesday, September 14, 2021. The same will be suitably replied to by the Company at the AGM.**
24. **Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client**



**ID/folio number, PAN and mobile number at [cs@corallab.com](mailto:cs@corallab.com) between Tuesday, September 14, 2021 (9:00 a.m. IST) and Friday, September 18, 2021 (5:00 p.m.). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**

25. **Members are requested to quote their Registered folio number or Demat Account Number & Depository Participant (D.P.) ID number in all correspondence with the Company.**
26. Those Members who have so far not encashed their dividend warrants/demand drafts for final dividend for the year 2013 onwards, may approach the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited for making their claim without any further delay as the said unpaid dividends will be transferred to the Investor Education and Protection Fund of the Central Government pursuant to the provisions of Companies Act after completion of seven years from the date of its transfer to unpaid dividend account. Further "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" the Company has to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF Suspense Account. The details of unpaid/unclaimed dividend are available on your website: [www.corallab.com](http://www.corallab.com). The dates for transfer of unpaid dividends will be transferred to the Investor Education and Protection Fund of the Central Government is given in the head "Investor Education and Protection Fund" in the Board's report.
27. Shareholders are requested to note that no claim shall lie against the Company in respect of any dividend amount which was unclaimed and unpaid for a period of 7 years and transferred to Investor Education and Protection Fund of the Central Government. However, Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder.
28. Company will be disclosing to the Stock Exchanges, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of results of voting on each of the resolutions proposed in this Notice.
29. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Link Intime India Private Limited. Members holding shares in Demat form are requested to register/update their e-mail address with their Depository Participant(s) directly.
30. The Company has provided the facility to Members to exercise their right to vote by electronic means through remote e-voting and/or by ballot paper during the AGM.
31. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services by National Security Depository Limited (NSDL). 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
32. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.corallab.com](http://www.corallab.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
33. M/s SARK & Associates, Company Secretaries has been appointed as the Scrutinizer by the Board for providing facility to the Members of the Company to scrutinize remote e-Voting process before the AGM as well as for postal Ballot during the AGM in a fair and transparent manner.
34. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be





communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA and will also be displayed on the Company's website at [www.corallab.com](http://www.corallab.com).

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

The remote e-voting period begins on Tuesday, September 21, 2021, at 09:00 A.M. and ends on Thursday, September 23, 2021, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e., Friday, September 17, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 17, 2021.

Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

**How do I vote electronically using NSDL e-Voting system?**


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in Demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;">  </div>



Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>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></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

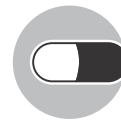
Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. **Your User- ID Details are given below:**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your Demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.





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## Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

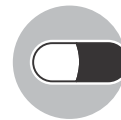
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [compliance@sarkcs.in](mailto:compliance@sarkcs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [cs@corallab.com](mailto:cs@corallab.com).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 [cs@corallab.com](mailto:cs@corallab.com).
2. In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@corallab.com](mailto:cs@corallab.com). If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., **Login method for e-Voting for Individual shareholders holding securities in Demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

#### REGULARISATION OF MR. MALAY DOSHI (DIN: 09186000) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Malay Doshi (DIN 09186000) as an Additional Director to hold office as Additional (Independent) Director on the Board of the Company, not liable to retire by rotation, for a term of 5 years i.e., from May 27, 2021 to May 26, 2026.

Pursuant to the provisions of Section 161(1) of the Act, he shall hold office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), Proposing his candidature for the office of Directors.

The Company has received Declarations from Mr. Malay Doshi to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Malay Doshi fulfil the conditions specifies in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management of the Company. The terms and conditions of his appointment shall be open for inspection by the members at the Registered Office of the Company during the normal business hours from September 21 and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Malay Doshi is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. Necessary disclosures pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 and Secretarial Standard on General Meetings, with regard to the appointment of Mr. Malay Doshi, are provided in **Annexure I** to this Notice.

Except Mr. Malay Doshi, none of the Directors, Key managerial Personnel of the Company/their relatives are in any way, concerned interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the Special Resolution set out at the Item No. 4 of the Notice for the approval by the Members.

### Item No. 5

#### APPROVAL FOR UNDERTAKING MATERIAL RELATED PARTY TRANSACTION(S) WITH MR. CHETAN DOSHI PROMOTER OF THE COMPANY

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company’s Policy on Related Party Transactions all Material Related Party Transactions shall require the approval of the shareholders as per the Listing Regulations even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

However, a transaction pertaining to payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Mr. Chetan Doshi and Coral Laboratories Limited are related parties of the Company pursuant to Section 2(76) and in accordance with the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder. The Company wishes to enter into arrangement with Mr. Chetan Doshi, Promoter of the Company and relative of Mrs. Purvi Doshi, Director of the Company by appointing him as the Export Business Development Head of the Company after recognising his tireless efforts in getting business, export orders for the Company and



pay him remuneration for an aggregate value not exceeding INR 1.25 Cr per annum and such remuneration shall be given in foreign currency starting from July 01, 2021 on such terms and conditions as may be agreed to by the Board of Directors. The Board of Directors have approved the said transaction in its Board Meeting dated June 28, 2021 and the Company proposes to obtain approval of its members for going forward, carrying out and continuing with the following arrangements and transactions with Mr. Chetan Doshi and Coral Laboratories Limited.

Accordingly, as per Regulation 23 of the Listing Regulations, approval and/or ratification of the Members is sought for the arrangements/ transactions undertaken whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions to be undertaken by the Company.

**Details of contracts or arrangements or transactions at Arm's Length Basis: -**

- (a) the name of the related party and nature of relationship: - Mr Chetan Doshi and he is Promoter of Company and Relative of Director of Company Mrs. Purvi Doshi.
- (b) the nature, duration of the contract and particulars of the contract or arrangement; Appointment as the Export Business Development Head of the Company; duration: It will be mutually decided by management and employee.
- (c) the material terms of the contract or arrangement including the value, if any; -- As per Agreement
- (d) any advance paid or received for the contract or arrangement, if any, NIL
- (e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract.
- (f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
- (g) Any other information relevant or important for the Board to take a decision on the proposed transaction Not Applicable

Except Mrs. Purvi Doshi (DIN: 08451213), none of the Director/Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or otherwise, in the Ordinary Resolution set out at Item no 5 of the notice.

The Board of Directors recommends the Ordinary Resolution set out at the Item No. 5 of the Notice for the approval by the Members.

**Item No. 6**

**RATIFICATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY FOR THE YEAR 2021-2022:**

The Board of Directors of the Company at its meeting held on May 27th, 2021, upon the recommendation of the Audit Committee, approved the appointment of M/s Jitendrakumar & Associates, Cost & Management Associates (Firm Registration No. 101561) as Cost Accountants, to conduct the Audit of the Cost records of the Company on remuneration of Rs. 1,30,000/- excluding all applicable taxes and reimbursement of out-of-pocket expenses) subject to ratification by shareholders in ensuing AGM for the Financial year ending March 31, 2022.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rule, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2022, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said Resolution.

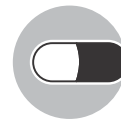
The Board of Directors recommends the Ordinary Resolution set out at the Item no. 6 of the Notice for the approval by the members.

**By Order of the Board Coral Laboratories Limited**

Sd/  
**Girish Dhameja**  
Whole Time Director  
(DIN: 07798455)

Sd/-  
**Sushma Kadkade**  
Director & CFO  
(DIN: 07791735)

Place: Mumbai  
Date: 13/08/2021



### ANNEXURE 1 to Explanatory Statement

Relevant details of Directors seeking appointment/ Re appointment as required by Regulation 26(4) and 36(3) of the Listing Regulations and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided here under :

Name of the Director	Mr. Girish Dhameja	Mr. Malay Doshi
DIN	07798455	09186000
Designation	Whole Time Director	Additional Independent Director
Date of Birth	05/03/1981	28/09/1989
Date of first appointment on the Board,	May 26, 2017	May 27, 2021
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Girish Dhameja is not related to any Director inter-se.	Mr. Malay Doshi is not related to any Director inter-se
Expertise in specific functional area	Mr. Girish Dhameja (DIN: 07798455) is a commerce post graduate holding Diploma in Financial Accounting and Diploma in Exim Management. His present profile includes handling export enquiry finalization and execution of order, business development, Product expansion and Production follow up, logistics Operations, Tenders Business and Regulatory Coordination.	Mr. Malay Doshi (DIN: 09186000) is a Chartered Accountant by profession. He is into Practice. He has also pursued Bachelor of Law (LLB) from Mumbai University. He is Owner of the Proprietary Firm Malay Doshi & Associates since April 2012. They offer a vast array of services to all client types' right from individuals to large corporate. Over and above Audit and Assurance services, they have been advising Their clients on all matters related to Income Tax, Goods and Service Tax besides handling all procedural matters relating to filing of returns and representation before tax authorities at all levels etc. Over the years Malay Doshi & Associates has evolved into a renowned professional firm that has worked on various assignments ranging from Statutory Audits, Management Audits, Due Diligence Audits, Internal Audits, Income Tax Planning, FEMA Consultancy, VAT Consultancy, Service Tax Consultancy, Goods and Service Tax, Establishment of Overseas ventures, Financial and Investment Consultancy and other related matters.
Qualification	Post Graduate	Chartered Accountant, Bachelor of Law (LLB)
List of Directorship of other Board.	NIL	NIL
List of Membership / Chairmanship of Committees of other Board.	NIL	NIL
Number of shares held in the Company as on March 31, 2021	NIL	NIL
Terms and conditions of appointment or re-appointment	As specified in explanatory statement	Appointment for a term of five consecutive years on the Board of the Company commencing from May 27, 2021 up to May 26, 2026, not liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As specified in explanatory statement	NA
Number of Meetings of the Board attended during the year	7 out of 7	0 out of 0

\* Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable is not applicable to Directors who retires by rotation and being eligible, offers themselves for re-appointment.