



SAURAV CHEMICALS LIMITED

CIN: U24112PB1993PLC014017

Registered office: Village Saidpura,
Derabassi-Barwala Road, Derabassi, Distt. Mohali

Website: www.sauravchemicals.com

EXTRAORDINARY GENERAL MEETING

A SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting (SCL/EGM/1/2024-25) of the Members of Saurav Chemicals Limited is scheduled to be held on **Friday, the 10th day of January 2025 at 10:30 a.m.** (IST) at the Corporate Office of the Company at Plot No. 370, Industrial Area, Phase-II, Panchkula, India, in person or through video conferencing (VC) or other audio-visual mode (OAVM), to transact the following businesses:

SPECIAL BUSINESS

ITEM No.1 CHANGE IN THE NAME OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules, Circulars and Notification made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to requisite regulatory approvals consents, permissions and sanctions, required, if any, in this regard from any appropriate Statutory Authorities, consent of the Members be and is hereby given for changing the name of the Company from Saurav Chemicals Limited to **SCL Lifesciences Limited**.

FURTHER RESOLVED THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies pursuant to change of name, the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

The Name of the Company is “SCL Lifesciences Limited”.

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by replacing the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT Mr. Parveen Goyal, Chairman cum Managing Director or Company Secretary of the Company be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorised copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”

ITEM NO.2 ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules, Circulars and Notification made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, the consent of the Members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by replacing the existing name of the Company wherever appearing and substituting it with the new name of the Company i.e. “SCL Lifesciences Limited”.

RESOLVED FURTHER THAT Mr. Parveen Goyal Chairman cum Managing Director and/or Ms. Kiran, Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to sign, execute and provide documents, as may be necessary and expedient, to do all such act(s) and thing(s) and to comply with all such formalities, as may be required and/or desirable in connection with and/or incidental thereto and/or for the purpose of giving effect to the above, including without limitations, file necessary application(s) / form(s) / return(s) document(s), etc. with the Central Government/Registrar of Companies and such other authorities, statutory or otherwise, wherever required and to receive confirmation, orders and/or approvals, including approval letters in person, and furnish clarification/ information on behalf of the Company.”

ITEM No.3: ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules, Circulars and Notification made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by replacing the existing name of the Company wherever appearing and substituting it with new name of the Company i.e. “SCL Lifescience Limited.

RESOLVED FURTHER THAT Mr. Parveen Goyal Chairman cum Managing Director and/or Ms. Kiran, Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to sign, execute and provide documents, as may be necessary and expedient, to do all such act(s) and thing(s) and to comply with all such formalities, as may be required and/or desirable in connection with and/or incidental thereto and/or for the purpose of giving effect to the above, including without limitations, file necessary application(s) / form(s) / return(s) document(s), etc. with the Central Government/Registrar of Companies and such other authorities, statutory or otherwise, wherever required and to receive confirmation, orders and/or approvals, including approval letters in person, and furnish clarification/ information on behalf of the Company.”

For and on behalf of the Board of Directors

Kiran Digitally signed
by Kiran
Date: 2025.01.08
09:50:12 +05'30'

Place: Panchkula
Date: 08-Jan-25

(Kiran)
Company Secretary
FCS: 10518
Address: 10C, Mannat Square,
Kishanpura, Zirakpur,
SAS Nagar Mohali (Pb.)

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.
2. General Instructions for accessing and participating in the Extra Ordinary General Meeting
 - 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 of appointment of proxies by Members under Section 105 of the Act will not be available for the EGM. However, in pursuance of Section 112 and Section 113 of the Act, the Members' representatives may be appointed to vote through and participate in the said EGM through VC/OAVM.
 - Members may join the EGM 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 10:00 a.m. IST i.e. 15 minutes before the time scheduled to start the EGM.
 - Attendance of the Members participating in the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - The Meeting is being convened at short notice, with the written consent of more than 95% of the Members of the Company entitled to vote in pursuance with the provisions of Section 101 of the Companies Act, 2013.
 - Members may cast their vote by sending assent or dissent on the above-said resolutions through ballot paper on the mail id kiran.chauhan@sauravchemicals.com during the Meeting.
 - In line with the MCA Circulars the Notice of the EGM will be available on the website of the Company at www.sauravchemicals.com.
 - Members are requested to notify changes (if any, in their address, email id, nominations etc.) in their address if any to the Company.
 - 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.
 - All documents referred to in this Notice and the explanatory statement will be available for inspection and shall be provided through electronic mode, if required, up to the day of the Meeting on working days during normal business hours.

- If the Meeting is held through VC, the venue of the Meeting shall be deemed to be the corporate office at Plot No.370, Industrial Area, Phase-II, Panchkula, Haryana, India. The following business will be transacted at the Meeting.

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

ITEM NO.1

At the Board Meeting held on 11th December 2024, the Directors of the Company put forward the proposal for a change of the Company's name from "Saurav Chemicals Limited" to "SCL Lifesciences Limited" to include and truly represent the segments of the pharmaceutical business of vaccine ingredients, biologics, and specialty chemicals into which the Company is growing.

The Name SCL Lifesciences Limited has been noted as available and reserved with the Ministry of Corporate Affairs (MCA). The proposed change of name will not affect any of the rights and obligations of the Company or its Shareholders of the Company.

Further, as per the provisions of Sections 13 and 14 of the Companies Act, 2014, the approval of the Shareholders is required to change the name of the Company and to alter the Memorandum of Association and Articles of Association by way of passing a special resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be interested in the proposed Special Resolutions except to the extent of their shareholding, if any.

ITEM NO. 2 AND 3

In view of the name change of the Company from "Saurav Chemicals Limited" to "SCL Lifesciences Limited", the Company is required to alter the Memorandum of Association and Articles of Association of the Company by replacing its existing name wherever appearing and substituting it with the new name of the Company.

In terms of the provision of Sections 13 and 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for the adoption of a new set of Memorandum of Association and Articles of Association of the Company.

Accordingly, the Board recommends for approval by the Members the resolutions as set out in Items No. 2 and 3 of the Notice as Special Resolutions.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions except to the extent of their shareholding, if any.

For and on behalf of the Board of Directors

Kiran Digitally signed
by Kiran
Date: 2025.01.08
09:51:01 +05'30'

(Kiran)

Company Secretary

FCS: 10518

**Address: 10C, Mannat Square,
Kishanpura, Zirakpur,
SAS Nagar Mohali(Pb)**

Place: Panchkula

Date: 08-Jan-25



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Website: www.sauravchemicals.com

www.sauravchemicals.com, e-mail: kiran.chauhan@sauravchemicals.com

ATTENDANCE SLIP

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd Folio No.	
No. of Shares	

Name of the Shareholder	
Address of the Shareholder	

I/ We hereby record my/ our presence at the **Extra Ordinary General Meeting** of the Company held on **Friday, the 10th day of January 2025 at 10:30 a.m. (IST)** at the Corporate Office of the Company at Plot No. 370, Industrial Area, Phase-II, Panchkula, India, in person or through video conferencing (VC) or other audio-visual mode (OAVM).

Please (✓) in the box

MEMBER PROXY

Signature of the Shareholder/proxy



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Registered office: Village Saidpura,

Derabassi-Barwala Road, Derabassi, Distt. Mohali

Website: www.sauravchemicals.com

www.sauravchemicals.com, e-mail: kiran.chauhan@sauravchemicals.com

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 the Extra Ordinary General Meeting of **Saurav Chemicals Limited (CIN: U24112PB1993PLC014017)** held on **Friday, the 10th day of January 2025 at 10:30 a.m.** (IST) at the Corporate Office of the Company at Plot No. 370, Industrial Area, Phase-II, Panchkula, India, in person or through video conferencing (VC) or other audio-visual mode (OAVM).

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 Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item (Special Resolutions)	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Change in the Name of the Company			
2	Alteration of the Memorandum of Association (MOA) of the Company.			
3	Alteration of the Article of Association (AOA) of the Company.			

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)