



***Thirty First Annual Report
2019-20***



Phyto Chem (India) Limited



Phyto Chem (India) Limited

Factory Premises



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Board of Directors

Dr. P. Sreemannarayana	-	Chairman
Mr. Y. Nayudamma	-	Managing Director
Mr. Y. Janaki Ramaiah	-	Executive Director
Dr. Y. Venkateswarlu	-	Director
a. Mr. K. Srinivasa Rao	-	Alternate Director
Mr. P. Anjaneyulu	-	Director
Mr. T. A. Choudary	-	Independent Director - upto 12-11-2020
Mr. N. Sudhakar	-	Independent Director - upto 12-11-2020
Mrs. S. Kavitha Rani	-	Independent Director - upto 12-11-2020
Dr. G.S.R. Anjaneyulu	-	Independent Director
Mr. M.Balarama Krishnaiah	-	Independent Director - upto 20-07-2019
Mr. M. Sree Ram Murthy	-	Independent Director - w.e.f. 14-08-2019
Mr. K.Ravindra Babu	-	Additional Director - w.e.f. 12-11-2020
Mr. S.Y.Sampath Kumar	-	Additional Director - w.e.f. 12-11-2020
Mrs. G.Vijitha	-	Woman Additional Director - w.e.f. 12-11-2020
Mr. Pavansingh Thakur	-	Company Secretary & Compliance Officer
Mr. B. Sambasiva Rao	-	Chief Financial Officer - w.e.f. 01-04-2019

Auditors

M/s. S. T. Mohite & Co.,
Chartered Accountants,
Hyderabad.

Secretarial Auditors

M/s. Puttaparthi Jagannatham & Co.,
Company Secretaries
No.315, Bhanu Enclave,
Near ESI, Sundar Nagar, Hyderabad - 500 038.

Bankers

M/s. The Federal Bank Limited,
Hyderabad Branch, Bank Street, Hyderabad - 500 001.

Common Share Transfer Agents **(Physical & Electronic)**

M/s. Bigshare Services Pvt. Limited,
No.306, 3rd Floor, Right Wing,
Amrutha Ville, Opp: Yashoda Hospital,
Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.
Phone No : 040-23374967.

Corporate Office

No.8-3-229/23, First Floor,
Thaherville, Yousufguda Checkpost,
Hyderabad - 500 045.
Phone No : 040-23557712, 23557713.

Registered Office & Factory

Survey No.628, Temple Street,
Bonthapally - 502 313,
Gummadidala (M), Sangareddy Dist., T.S.



Phyto Chem (India) Limited

Notice of AGM

Notice is hereby given that the Thirty First Annual General Meeting of the Members of M/s Phyto Chem (India) Limited (CIN:L24110TG1989PLC009500) will be held on Monday, the 28th day of December 2020 at 11:45 A.M. at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally - 502 313, Gummadidala Mandal, Sangareddy District, Telangana State to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, Profit and Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anjaneyulu Prathipati (DIN:00377635), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. Re-appointment of Dr. G.S.R.Anjaneyulu as a Non-Executive Independent Director 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. G.S.R.Anjaneyulu (DIN: 01874325), who was appointed as Non-Executive Independent Director of the Company by members in the AGM held on 25th September 2017 for a period of three consecutive years and whose term of office expires at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for re-appointment for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of five consecutive years from this Annual General Meeting, not liable to

retire by rotation and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the Board and/ or Committees as determined by the Board from time to time."

4. Appointment of Mr. Ravindra Babu Kakarla as a Non-Executive Independent Director 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 Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.Ravindra Babu Kakarla (DIN:00328421), be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the Board and/ or Committees as determined by the Board from time to time."

5. Appointment of Mr. Yugandhar Sampath Kumar Sakhamuri as a Non-Executive Independent Director 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 Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.Yugandhar Sampath kumar Sakhamuri (DIN:02389255), be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years from the

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conclusion of this Annual General Meeting and to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meetings of the Board and/ or Committees as determined by the Board from time to time.”

6. Appointment of Mrs. Vijitha Gorrepati as a Woman Non-Executive Independent Director 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 Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs.Vijitha Gorrepati (DIN:03492979), be and is hereby appointed as a Woman Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of Sitting fees, reimbursement of expenses for participation in the meetings of the Board and/ or Committees as determined by the Board from time to time.”

7. Continuation of Directorship of Dr. Venkateswarlu Yadlapalli as a Non-Executive Non-Independent Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder (including any statutory modification or re-enactment thereto), approval of members be and is hereby accorded to the continuation of Directorship of Dr. Venkateswarlu Yadlapalli (DIN: 00377568) as a Non-Executive Non-

Independent Director of the Company, liable to retire by rotation.”

For and on behalf of the Board

Y. Nayudamma
Managing Director
DIN : 00377721

Place: Hyderabad
Date : 12th November 2020



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Notes

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and a proxy need not be a member of the Company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 22-12-2020 to 28-12-2020 (both days inclusive) for the purpose of the meeting.
3. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company 'inter-alia' indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
4. Members are requested to notify any change in their addresses to the Company or Registrar and Transfer Agent immediately. Members holding shares in electronic form are requested to advise change of address, email IDs and Bank details to their Depository Participants.

The Members are aware that the Company's shares are tradable compulsorily in electronic

form and your Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the depository system, the Members are requested to avail the facility of Dematerialisation of the Company's shares on NSDL or CDSL. The ISIN allotted to the Company's Equity shares is INE 037C01010.

5. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. The Corporate members are requested to send a duly certified copy of the Board resolution / power of attorney authorising their representatives to attend and vote at the Annual General Meeting.
6. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Survey No.628, Temple Street, Bonthapally – 502 313, Gummadidala Mandal, Sangareddy District, Telangana State for inspection during normal business hours on all working days. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same by post at free of cost.
7. The details of the unpaid/unclaimed dividend declared for F.Y 2012-13 as on 29th September 2014 and for F.Y 2013-14 as on 24th September 2015 (the dates of respective previous Annual General Meetings) are available on the Company's website www.phytochemindia.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in.

8. Voting through Electronic means:

- a. The Company is pleased to provide members the facility to exercise their right to vote on the resolutions as set out in the Notice calling for the

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Annual General Meeting (AGM) by 'electronic means' and all the business may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL), in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

- b. Voting rights are reckoned on the basis of the shares registered in the names of the members / beneficial owners as on the record date fixed for this purpose viz., 21-12-2020.
- c. CS Puttaparthi Jagannatham, Corporate Advocate has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- d. Members are requested to read the instructions given below:
- e. The E-Voting facility is available at the link:

EVSN (e – Voting Sequence Number)	Commencement of e-Voting	End of e-Voting
201124013	25-12-2020	27-12-2020

In case of members receiving e-mail:

- i. Log on to the e-voting website: www.evotingindia.com
- ii. Click on "Shareholders" tab to cast your votes.
- iii. Now, select the "EVSN" along with "PHYTO CHEM (INDIA) LIMITED" from the drop down menu and click on "SUBMIT"
- iv. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>* In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 on the 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 is confidential.



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- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xi. Click on the relevant EVSN on which you choose to vote.
 - xii. 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.
 - xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiv. After selecting the resolution if 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.
 - xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - * They should email a scanned copy of the Registration Form bearing the stamp and sign of the entity helpdesk.evoting@cdslindia.com.
 - * After receiving the login details, they have to create a compliance user using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
 - * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- * They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A. Please follow all steps from S.No. i to S.No. xvii of notes.8.e. above to cast vote.
- B. The e-voting period begins from 9:00 am on Friday, the 25th December 2020 and closes by 5:00 pm on Sunday, the 27th December 2020. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (holding date) i.e Monday, 21st December 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- D. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company.
- E. The results declared along with the Scrutinizer's Report will be placed on the Company's website www.phytochemindia.com and on the website of CDSL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchange.
- F. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours on all working days upto and including the date of the AGM.

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Additional information about the Directors being appointed / reappointed as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 2. Re-appointment of Mr. Anjaneyulu Prathipati as Director of the Company.

Mr. Anjaneyulu Prathipati (DIN:00377635), aged about 69 years is a Graduate in Telecommunications Engineering. He has rich experience in Real Estate Operations and he is the promoter Director of the Company. He holds 64,400 Equity Shares in the Company and he is also Director of M/s Rasasri Developers Private Ltd., M/s Rasasri Infrastructures Private Ltd., and M/s Prathipati Projects Private Ltd.

Item No. 3. Re-appointment of Dr. G. S. R. Anjaneyulu as a Non-Executive Independent Director of the Company.

Dr. G. S. R. Anjaneyulu (DIN: 01874325), aged about 60 years, has done his Masters and Ph.D. in Chemistry from Maharshi Dayanad University, Rohtak, Haryana, PG Diploma in Indian Patent Law and Practice from IIPM (Mumbai). He has Research Experience of 35 years in reputed Pharmaceutical Companies like Ranbaxy Labs, Plant Organics, Suven Life Sciences, Vorin Labs, Mylan Labs India and Laurus Labs.

Item No. 4. Appointment of Mr. Ravindra Babu Kakarla as a Non - Executive Independent Director of the Company.

Mr. Ravindra Babu Kakarla (DIN: 00328421), aged about 57 years has done his B.Tech graduation from Sri Venkateswara University, Tirupathi. He is Promoter and Managing Director of M/s. Keeline Appliances Private Limited, involved in Manufacturing and Marketing of Consumer Electronic goods and Appliances for the last 32 years. With his rich experience, established brand value to their products in the market.

Item No. 5. Appointment of Mr. Yugandhar Sampath Kumar Sakhamuri as a Non - Executive Independent Director of the Company.

Mr. Yugandhar Sampath Kumar Sakhamuri (DIN: 02389255), aged about 47 years is a B.Com. Graduate

and Post Graduate in M.B.A with Finance & Marketing. He has 27 years of experience in the fields of Marketing and Finance. He is Managing Director of M/s. Ruchi Corporate Solutions Private Limited and Director in M/s. Namirates Corporation Private Limited.

Item No. 6. Appointment of Mrs. Vijitha Gorrepati as a Woman Non - Executive Independent Director of the Company.

Mrs. Vijitha Gorrepati (DIN: 03492979), aged about 43 years is a B.Com. Graduate. She has over 10 years of experience in the field of Pharmaceuticals Formulations and is Director of M/s. Revat Laboratories Private Limited, Hyderabad & M/s. Sai Parenteral's Private Limited. She has rich experience in the fields of Production, Procurement, Finance and Administration.

Item No. 7. Continuation of Directorship of Dr. Venkateswarlu Yadlapalli as a Non-Executive Non-Independent Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. Venkateswarlu Yadlapalli (DIN:00377568), is a Non-Resident Indian aged about 75 years is a Graduate in Medicine (M.B.B.S), presently practicing Medicine in Sultanate of Oman and he holds 95,000 of Equity Shares in the Company. Since, Dr.Venkateswarlu Yadlapalli has attained the age of 75 years, It is to be considered necessary to continue his directorship on the Board of Directors of the Company.

Explanatory Statement

This explanatory statement is provided as per Section 102 of the Act.

Special Business:

Item No.3

Dr. G. S. R. Anjaneyulu (DIN: 01874325) was appointed as Non-Executive Independent Director of the Company in the AGM held on 25th September 2017 for a period of three consecutive years and his term of appointment expires in at the ensuing AGM. He is being eligible and offered himself for re-appointment and it is proposed to appoint him as Non-Executive Independent Director for second term of five consecutive years from this Annual General Meeting.



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The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr.G.S.R.Anjaneyulu for the office of the Director of the Company.

Dr.G.S.R.Anjaneyulu is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director of the Company.

The Company has also received declaration from Dr.G.S.R.Anjaneyulu that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (LODR) Regulations, 2015.

Dr.G.S.R.Anjaneyulu is not liable to retire by rotation. If appointed, he shall hold office for second term of five consecutive years from the conclusion of this AGM.

Copy of the draft letter for respective appointment of Dr.G.S.R.Anjaneyulu as Independent Director setting out the terms and conditions is available for inspection at the Registered office of the Company.

This statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015 with the Stock Exchange.

None of Directors or Key Managerial Personnel of the Company and/or their relatives except Dr.G.S.R.Anjaneyulu to whom the resolution relate, are in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board recommends the Special Resolution set forth in Item No.3 for approval of the shareholders.

Item No. 4

The Board of Directors of your Company in compliance with the respective laws and considering the necessity to fill the vacancy and based on the recommendation of the Nomination and Remuneration Committee, considered the appointment of Mr. Ravindra Babu Kakarla (DIN: 00328421) as an eligible and experienced candidature to act as Independent Director of the Company.

The Section 149 of the Act inter alia stipulates the criteria of independence in a Company propose to appoint an Independent Director on its Board.

Mr. Ravindra Babu Kakarla, is eligible and offered himself for appointment, The Board of Directors therefore proposed to appoint him as a Non Executive Independent Director of the Company for a term of five consecutive years i.e., upto 36th Annual General Meeting of the Company subject to the Members approval. A notice has been received from a member proposing Mr. Ravindra Babu Kakarla as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Ravindra Babu Kakarla fulfils the criteria specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director.

The Board considers that his induction into the Board would be of immense benefit to the Company and it is desirable to avail the services of Mr. Ravindra Babu Kakarla (DIN: 00328421) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ravindra Babu Kakarla as an Independent Director, for the approval by the shareholders of the Company. Mr. Ravindra Babu Kakarla does not hold any shares in the Company.

Except Mr. Ravindra Babu Kakarla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 5

The Board of Directors of your Company in compliance with the respective laws and considering the necessity to fill the vacancy and based on the recommendation of the Nomination and Remuneration Committee, the Board considered the appointment of Mr.Yugandhar Sampath Kumar Sakhamuri (DIN: 02389255) as an eligible and experienced candidature to act as Independent Director of the Company.