



NOTICE

Nectar Lifesciences Limited

(Corporate Identification Number: L24232PB1995PLC016664)
Registered Office: Village Saidpura, Tehsil Derabassi,
Distt.: S.A.S. Nagar (Mohali) Punjab
Email: cs@neclife.com, Website: www.neclife.com
Phone: +91-01762-532001,

(Note: The business of this Meeting may be transacted through electronic voting system)

NOTICE is hereby given that the 26th Annual General Meeting (“AGM”) of Nectar Lifesciences Limited will be held at the registered office and works of the company at Village Saidpura, Tehsil Derabassi, Distt. S.A.S. Nagar (Mohali) Punjab on Tuesday, September 21, 2021 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company for the year ended March 31, 2021 and the Report of Auditors thereon.
2. To appoint a Director in place of Dr. Dinesh Dua (DIN – 02436706), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to V. KUMAR & ASSOCIATES (Firm registration no. 100137), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, amounting to INR 2,00,000/- (Rupees Two Lacs only) as also the payment of tax(es) as applicable and re-imbursment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as, “the Act”) and pursuant to the provisions of Memorandum and Articles of Association and subject to the approval of Central Government, if necessary, the consent of the members be and is hereby accorded to the re-appointment of Dr. Dinesh Dua (DIN - 02436706) as a Wholtime Director, designated as Executive Director of the company for a period of One Year w.e.f. October 14, 2021 on the terms and conditions and remuneration including to pay remuneration in case of inadequate profits or no profits in any financial year, as are set out herein below:

- a. **Salary:** INR 461538.00 (Rupees Four Lacs Sixty One Thousand Five Hundred and Thirty Eight only) per month and inclusive of perquisites of medical reimbursement and leave travel.
- b. He is also entitled to a bonus equivalent to his one month salary in a financial year, proportionately to his tenure in a year.
- c. **Other Perquisites:** He will be reimbursed from time to time communication, travel & other such expenses on an actual basis for discharging his official duties for the Company.
- d. He shall not be entitled to any other benefits or payables from Company like Gratuity, Leave Encashment, Insurance, Driver Salary or any other perk etc.
- e. He shall not be entitled to:
 - i) Sitting fee for the Board/ Committee meetings attended by him.
 - ii) Stock options, in case, any such options provided by the Company.

FURTHER RESOLVED THAT consent of members of the Company be and is hereby accorded to pay and ratify remuneration as approved vide earlier resolutions passed by members, in case of inadequate profits or no profits in any financial year, to Dr. Dinesh Dua till the rest of his current tenure i.e. upto October 13, 2021.

FURTHER RESOLVED THAT in the event of no profits or the profits of the company are inadequate, in any year, the Company may pay aforesaid remuneration to him exceeding the limits specified in the Schedule V of the Companies Act, 2013, in compliance of Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as, “the Act”) and pursuant to the provisions of Memorandum and Articles of Association and subject to the approval of Central Government, if necessary, the consent of the members be and is hereby accorded to the re-appointment of Mr. Sanjiv Goyal (DIN - 00002841) as a Chairman & Managing Director of the Company for a period of Three Years w.e.f. May 31, 2022 on the terms and conditions and remuneration including to pay remuneration in case of inadequate profits or no profits in any financial year, as are set out herein below:

- a) **Salary:** INR 1700,000/- (Rupees Seventeen Lacs only) per month plus an annual increment of INR 50,000/- w.e.f. April 1 of every year or such other increment as may be decided by the Board of Directors from time to time.



- b) **Perquisites:** He shall be entitled to medical reimbursement, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the company's rules, the monetary value of such perquisites to be determined in accordance with the Income Tax Rules, 1962, being restricted to INR 10.00 lacs per annum.

FURTHER RESOLVED THAT in addition to the perquisites referred to above, he will be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) Leave Encashment at the end of the tenure.
- b) Contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, are not taxable under the Income-Tax Act, 1961.
- c) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- d) Any other perquisites, which is specifically provided in the Companies Act, to be excluded for the purpose of computation of the ceiling on remuneration.

FURTHER RESOLVED THAT consent of members of the Company be and is hereby accorded to pay and ratify remuneration as approved vide earlier resolutions passed by members, in case of inadequate profits or no profits in any financial year, to Mr. Sanjiv Goyal till the rest of his current tenure i.e. upto May 31, 2022.

FURTHER RESOLVED THAT in the event of no profits or the profits of the Company are inadequate, in any year, the Company may pay aforesaid remuneration to him exceeding the limits specified in the Schedule V of the Companies Act, 2013, in compliance of Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

FURTHER RESOLVED THAT Mr. Sanjiv Goyal shall have all the requisite powers and authority to enable him to manage the Company on a day to day basis.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 ('Act') and any other applicable provisions of the Act and the Rules made thereunder and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), including any statutory amendment(s) or re-enactment(s) thereof and pursuant to the provisions of Memorandum and Articles of Association and Nomination, Remuneration and Evaluation Policy of the Company, Dr. Kuldip Kumar Bhasin having Director Identification Number (DIN) 0009250008, who has submitted a consent to act as a director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and LODR Regulations and who will attain the age of 75 years in his proposed term, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from September 21, 2021, and he shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

By order of the Board of Directors
of **Nectar Lifesciences Limited**

Date: 14-08-2021

Place: Chandigarh

(Dinesh Dua)
Executive Director

IMPORTANT NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company. A member holding more than ten per cent 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 shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), which sets out details relating to Special Business at the meeting, is annexed hereto. Details under Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'LODR Regulations') and under Secretarial Standard -2 issued by Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM, also contained in Explanatory Statement pursuant to Section 102 of the Act. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. The register of members and the share transfer books of the company will remain closed from September 15, 2021 to September 21, 2021 (Both days inclusive) in accordance with the provisions of the Act and the LODR Regulations, for the purpose of AGM
4. Members holding shares in dematerialised form are requested to ensure that addresses furnished by them to their respective Depository Participants are correct and up-to-date, so that the correspondence from company could reach them promptly. However, the Members holding shares in physical form may notify the same to the Registrar and Share Transfer Agent ("RTA") of the Company.
5. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.



SEBI has by its circular dated 20th April, 2018 mandated that the companies through their RTA take special efforts for collecting copies of PAN and bank account details for the holders holding securities in physical form. Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration/ updation.

6. Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of LODR Regulations vide Notification dated June 8, 2018 and in terms of said notification except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository.
7. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for 2020-21 is being sent in the permitted mode.
8. Members may also note that the Notice of the 26th AGM and the Annual Report for 2020-21 will also be available on the Company's website www.neclife.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Corporate members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
10. Members desirous of having any information as regards to accounts are requested to write to the company at least Seven days in advance so as to enable the Management to keep the information ready.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Corporate Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. The details of above offices are given in this Annual Report.
12. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the details of unpaid/unclaimed dividends lying with the Company is available on the website of the Company.
13. Members are informed that the dividend amount for the year ended 2013-14 remaining unclaimed shall become due for transfer on November 1, 2021 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of the Companies Act, 2013. Members are requested

to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment.

The Company has already sent reminders to those members having shares in respect of which dividend remains unpaid or unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account, and their shares are required to be transferred to the IEPF Account. Details of such shareholders are also uploaded as per the requirements, on the Company's website www.neclife.com.

Members, who have not encashed their dividend, are advised to write to the Company or RTA of the company KFin Technologies Private Limited ("KFIN") immediately claiming dividends declared by the Company. Any member, who has not claimed dividend in respect of the financial year ended 2013-14 onwards, is requested to approach the Company/the RTA of the Company in this respect.

The Company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more in respect Dividend upto 2012-13) to designated Demat Account of the IEPF maintained with NSDL. Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the IEPF, by submitting an application in the prescribed form.

14. Members of the Company had approved the appointment of M/s. Ashwani K. Gupta & Associates, Chartered Accountants, as the Statutory Auditors at the 22nd AGM of the Company which is valid till 27th AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
15. Pursuant to Section 108 of Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at the 26th AGM by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by KFIN. The Members, whose names appear in the Register of Members / list of Beneficial Owners on the close of the day on Tuesday, September 14, 2021 (cut-off date), i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date.

The remote e-voting facility will be available at the link <https://evoting.kfintech.com/> during the following voting period:

Commencement of remote e-voting: FROM 9.00 a.m. on Saturday, September 18, 2021

End of remote e-voting: TO 5.00 p.m. on Monday, September 20, 2021.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFIN upon expiry of aforesaid period.

In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of



hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

The login ID and password for e-voting along with process and manner for generating or receiving the password and for casting of vote in a secure manner (remote e-voting instructions), is being sent alongwith this notice through permitted mode. Any person, who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date, may obtain the User Id and password in the manner as mentioned in remote e-voting instructions. The persons, who have received this notice and e-voting details, ceased to be a Member as on the cut-off date should treat this and e-voting details Notice for information purposes only. The remote e-voting instructions are also available on the website of the company at www.neclife.com.

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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode Central Depository Services (India) Limited (“CDSL”)/ National Securities Depository Limited (“NSDL”) is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL: __

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

The Company has appointed Mr. Prince Chadha, Practising Company Secretary (C.P. No. 12409), as Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose. He has also confirmed that in case of any emergency and he could not attend AGM, he shall be represented by Advocate Vikas Garg, who shall act as Scrutinizer for e-voting and polling on resolutions to be passed at the forthcoming AGM of the Company.

After the conclusion of voting at the AGM, the scrutiniser shall, immediately first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses (who shall not be in the employment of the company). Thereafter, Scrutinizer shall give a consolidated report, specifying the total votes cast in favour or against, if any, within forty eight hours of conclusion of the meeting, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared shall be available on the website of the Company (www.neclife.com) and on the website of the KFIN (<https://evoting.kfintech.com/>). The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

- Members are requested to note that, our RTA has launched a mobile application - KPRISM and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFINTECH. Check Dividend status, request for annual reports, change of

address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for "KPRISM".

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2, ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment of V. KUMAR & ASSOCIATES (Firm registration no. 100137), Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022 on the remuneration of INR 2 lacs. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022. The Board recommends the Ordinary Resolution set out at Item no. 3 of the Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Item No. 2 and 4

The Statement for item no. 2 is provided, though strictly not required, as per Section 102 of the Act.

Dr. Dinesh Dua (DIN – 02436706), Director will retire by rotation in the forthcoming Annual General Meeting and being eligible, offer himself for reappointment. The Board recommends his reappointment as proposed in item no. 2. His term of office shall be liable to retire by rotation.

The Board of Directors have re-appointed Dr. Dinesh Dua (DIN – 02436706) as a Wholtime Director designated as an Executive Director with effect from October 14, 2020 for a period of 1 years. As a result his tenure is expiring on October 13, 2021.

Therefore, based on recommendations by the Nomination & Remuneration Committee, it is proposed to re-appoint Dr. Dinesh Dua as a Wholtime Director designated as Executive Director of the company for a period of One years starting from October 14, 2021 as per the provisions of Sections 196, 197, 203 and read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) on remuneration, as set out in proposed resolution in Item no. 4.

The appointment can be terminated by Mr. Dinesh Dua or the Company, by one party giving to the other 3(three) calendar months' notice in writing or by payment of a sum equivalent to basic salary for the notice period or part thereof in case of shorter notice or on such other terms as Board of Directors may think.

STATEMENT OF PARTICULARS PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013 is given as annexure 'A' to this explanatory statement and shall be deemed to be part of this explanatory statement.



The details of number of Board and committee meetings attended by him and details of remuneration drawn have been provided in the Corporate Governance Report, forming part of the Annual Report.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013. The Board recommends the Special Resolution of item no. 4 of the accompanying Notice for the approval of the Members.

Except Dr. Dinesh Dua, none of the Directors and Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financial or otherwise, in his re-appointment. He does not have any relation with any other directors or KMPs.

Item No. 5

Mr. Sanjiv Goyal (DIN-00002841) has been re-appointed as a Chairman & Managing Director of the company w.e.f. June 01, 2017 for a period of 5 years. As a result, his tenure as a Managing Director will be expired on May 31, 2022. Therefore, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on July 23, 2021, has resolved to re-appoint Mr. Sanjiv Goyal as Chairman & Managing Director of the Company for a period of 3 years with effect from May 31, 2022 on the terms and conditions as set out in the proposed resolution in item no. 5, subject to the approval of the members.

STATEMENT OF PARTICULARS PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013 is given as annexure 'A' to this explanatory statement and shall be deemed to be part of this explanatory statement.

The details of number of Board and committee meetings attended by him and details of remuneration drawn have been provided in the Corporate Governance Report, forming part of the Annual Report.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013. The Board recommends the Special Resolution as per item no. 5 of the accompanying Notice for the approval of the Members.

Except Mr. Sanjiv Goyal, being an appointee, none of the Directors and Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution. He does not have any relation with any other directors or KMPs.

Annexure 'A' as referred in Item nos. 2, 4 and 5

The Members may please note that due to Covid-19 pandemic, the company has incurred losses during the financial year 2020-21. Therefore, it is proposed that in the event of no profit or the profits of the company are inadequate, during the currency of tenure of Chairman & Managing Director ("CMD") or Executive Director ("ED"), the company may pay remuneration to them exceeding the limit under the Schedule V of the Companies Act, 2013 ("Act") in compliance of Schedule V of the Act including any statutory modifications or re-enactment thereof. Therefore, it is proposed to re-appoint and pay remuneration to CMD/ ED which they are currently getting and seek the approval of members by way of special resolutions as required under Schedule V of the Act.

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee in their meetings held on July 23, 2021, have approved to re-appoint and continue to pay remuneration to CMD and ED which they are currently getting, at the terms and conditions as set out in their respective resolutions, in case of no profit or inadequate profits during the rest of their respective tenure(s).

Further, pursuant to the provisions of Sections 197, Schedule V as applicable and other applicable provisions, if any, of the Act, the said remuneration(s) and terms & conditions shall be approved by Shareholders in their General Meeting.

STATEMENT OF PARTICULARS PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. **General information:**
 - a) **Nature of Industry:** Drugs and Pharmaceuticals
 - b) **Date or expected date of commencement of Commercial Production:** Not applicable as Company is an existing company and have facilities where commercial production is already started.
 - c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable and as provided in clause (b) above.
 - d) **Financial performance based on given indicators:**

INR in Millions

Particulars	Year ended on 31-Mar-21	Year ended on 31-Mar-20	Year ended on 31-Mar-19
Gross Sales (Including GST)	17622.69	26392.81	31149.23
Other Income	37.94	43.62	60.44
Profit before Interest, Depreciation & Amortization, Tax and exceptional items	1129.49	2223.32	2699.43
Interest	1120.32	1258.23	1481.34
Depreciation & Amortization	602.53	607.66	632.57
Profit (Loss) before exceptional items & tax	(593.36)	357.43	585.52
Exceptional items (Net of Tax)	253.15	-	-
Profit (Loss) before tax	(846.51)	357.43	585.52
Tax expenses	(115.04)	56.82	112.20
Profit (Loss) after tax	(731.47)	300.61	473.32
Other Comprehensive income (Net of Taxes)	3.94	12.62	0.26
Profit (Loss) after tax available for Appropriations	(727.53)	313.22	473.58

- e) **Foreign investments or collaborations, if any:**

Global Depository Receipts (GDRs)

GDRs: The Company has issued and allotted 46,000,000 equity shares of Re. 1/- each underlying 46,000,000 Global Depository Receipts (GDRs) of US\$ 0.76 each on February 26, 2010. The total proceeds from the GDRs issue was US\$ 34.96 Million. The GDRs are listed on: Luxembourg Stock Exchange/ LuxSE Société de la Bourse de Luxembourg S.A. B. P. 165, L-2011 Luxembourg Siège social, 11, av de la Porte-Neuve.

Foreign Direct Investment

The Company issued 26,000,000 equity shares of INR 35/- per share aggregating to INR 910.00 million by way of Preferential Allotment to NSR Direct PE Mauritius LLC (name changed to Isengard Direct PE, LLC) (a non promoter entity) on February 20, 2010.



2) Information about the appointees:

Particular	Item no. 5 - CMD	Item no. 4 - ED
a) Background Details:	Mr. Sanjiv Goyal, aged 61 years, is commerce and law graduate. Mr. Sanjiv Goyal established Nectar Lifesciences Limited in 1995 and had been the CMD ever since.	Dr. Dinesh Dua aged 66 years is MBA from IIM, Ahmedabad from 1979 batch. He has the experience of 41 years plus in varied industries, and was the CEO of Nectar Lifesciences Limited from 2007 to 2012 and 2013 to 2020. From June 01, 2020, he is elevated to the position of ED
b) Past Remuneration:	He is getting same remuneration which is proposed in the resolution with same increment every year.	He is getting same remuneration which is proposed in the resolution.
c) Recognition or awards:	He was conferred with prestigious global award of "Entrepreneur of the Year" for financial year 2013-14, instituted by Asia Pacific Entrepreneurship Awards (APEA), a global NGO from Malaysia. He has expertise in Overall Business Management and Corporate Management.	Dr. Dinesh Dua is currently Chairman, Pharmexcil, Ministry of Commerce, Government of India, North India Chairman for Lifesciences for Confederation of Indian Industry (CII), Past Chairman of CII, Chandigarh Council, Member Executive Council, IDMA, and visiting faculty to leading & reputed Management institutes in India. Dr. Dua is a proud Rotarian and currently on its Board of Directors, Chandigarh District 3080 India
d) Job profile and his suitability:	He is engaged in supervision & conduct of finance, business of all the industrial units of Company, along with a team of senior management personnel, who assist him in carrying out his activities.	He is overall incharge of Food and Drug Regulatory approvals. He looks after Overall Business and Corporate Management.
e) Remuneration Proposed:	As embodied in the resolution.	As embodied in the resolution.
f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Considering his expertise in Overall Business and Corporate Management. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Pharmaceutical Industry. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business of all the industrial units of Company, along with a team of senior management personnel, who assist him in carrying out his activities.	He has the experience of 41 years plus in varied industries like Sanofi Aventis, Hitech Labs and Berger Paints in middle to senior management positions. He worked as Senior & Top Management positions in Reliance Industries, Jubilant Organosys Ltd., Zydus Cadila Healthcare Ltd. & Wochardt Limited, and Nectar Lifesciences Limited. His last penultimate position was with a US Pharma MNC Akorn India P. Ltd. as Managing Director for 14 Months. He rejoined the Nectar Lifesciences Limited as a CEO & WTD from October 14, 2013 and re-designated as an Executive Director with effect from June 01, 2020. He has expertise in Overall Business and Corporate Management.
g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	Apart from receiving managerial remuneration, Mr. Sanjiv Goyal holds 55845600 Equity Share in the Company representing 24.90% of total paid up shares capital of the company. Payment of rent in ordinary course of business and at arm's length basis of INR 700,000/- per month of premises of plot no. 110, Industrial Area, Phase 1, Chandigarh approximately 10000 square feet, to Mrs. Raman Goyal, wife of Mr. Sanjiv Goyal via rent agreement. Apart from above he does not have any Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel.	Apart from receiving managerial remuneration, he does not have any Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel. He does not hold any equity share in the Company.
h) Directorships in other Companies	His Directorships are as under: a) Nectar Organics Private Limited b) Nectar Lifesciences USA, LLC	His Directorships are as under: a. Synergy Network (I) Pvt. Limited b. Nectar Lifesciences UK Limited c. Neclife Pt, Unipessoal LDA, Portugal
i) Board Meetings	During the financial year 2020-21, 8 (Eight) meetings of the Board of Directors had been held and seven meetings were attended by Mr. Sanjiv Goyal.	During the financial year 2020-21, 8 (Eight) meetings of the Board of Directors had been held and Seven meetings were attended by Dr. Dinesh Dua.
j) Committee memberships/ Chairmanships	Mr. Sanjiv Goyal is the Chairman of CSR Committee and Management Committee and a Member of Stakeholders' Relationship Committee. He does not hold Committee memberships/ Chairmanships in any other company.	Mr. Dinesh Dua is the Chairman of Risk Management Committee and a Member of Stakeholders' Relationship Committee, Audit Committee, Management Committee and CSR Committee. He does not hold Committee memberships/ Chairmanships in any other company.



3) Other Information:

- a) **Reasons of loss or inadequate profits:** The Company has profit of INR 300.61 Million (After tax) during financial year 2019-20. Covid-19 pandemic has been rapidly spreading throughout the world including India. Government in India has taken measures to curb the spread of the virus including imposing mandatory lockdowns and restrictions in activities. Consequent to this, revenue for the year ended March 31, 2021 has been impacted resulting in losses during the financial year 2020-21. It is cannot be guaranteed that the company will not incur losses in coming financial years. Thus, it cannot be guaranteed that the company will have sufficient profits as per section 197 to pay proposed remuneration to CMD and ED. Therefore, the Board of Directors are in view to obtain approval of shareholders as per the provisions of Schedule V of the Act.
- b) **Steps taken or proposed to be taken for improvement:** The Board of Directors and company will, in their best endeavor, try to improve the performance of the company in terms of adequate profits to pay remunerations to its managerial personnel.
- c) **Expected increase in productivity and profits in measurable terms:** Given the magnitude of the on going corona virus pandemic and its impact on the operations of company as in the case of global economy, it's difficult to estimate exact impact of pandemic on operations as of now.

The company is taking all the necessary precautions and keeping necessary measures in place to tackle with the challenges thrown by this unprecedented crisis. Thus, the company stands a good chance to come out on the better side amidst these crises and to ramp up its production soon after situation gets to normal.

Item No. 6

Based on recommendation of Nomination and Remuneration Committee and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and LODR Regulations, the Board of Directors in their meeting held on August 14, 2021 have proposed to appoint Dr. Kuldip Kumar Bhasin having Director Identification Number (DIN) 0009250008 as an independent director in the ensuing Annual General Meeting for term of 5 years with effect from September 21, 2021, whose period of office shall not be liable to determination by retirement of directors by rotation.

Dr. Kuldip Kumar Bhasin aged 71 years, completed his graduation from Panjab University, Hoshiarpur, Post-graduation in Chemistry from Himachal Pradesh University, Shimla and a Scholar Ph.D. in Chemistry from Panjab University, Chandigarh with Prof. R. C. Paul.

He has been elected as a fellow of National Academy of Science India, Allahabad (F.N.A.Sc.) in 2010 and Fellow of Punjab Academy of Science, Patiala (F.P.A.Sc.) in 2014. He has made seminal contributions in teaching and research, primarily based on the chemistry that have been recognized in the biological processes to catalyse the reduction of peroxides that are detrimental to life. His research work has been cited consistently in the latest encyclopedia, books journals and peer reviews and has opened up new avenues in the frontier areas of Chemistry.

He has vast professional experience in the Chemistry Department of Panjab University including 41 years of Teaching with 48 years in

Research. His publications include 179 Research papers, 06 United States Patents, 01 Fluorine Chemistry Monograph, 03 Undergraduate Chemistry Books and 02 books as co-author. Other than being a supervisor for Research assistants and Ph.D. Scholars, he is a NASI-Platinum Jubilee Fellow, Panjab University, Professor Emeritus, ex-CSIR Emeritus Scientist, Dean Faculty of Science, UGC-CAS Co-coordinator Department of Chemistry and Centre of Advanced Studies (CAS) in Chemistry, Panjab University.

He does not have any relationship with any other director of the company. He does not hold any equity share in the company. He is not director in any other company as on date. He has not resigned from the post of director of a listed entity in last three years.

He will be eligible for payment of sitting fee, as payable to other non-executive directors of the Company. The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company as required in terms of Regulation 46 of the LODR Regulations and available for inspection by the members at the registered office of the Company during business hours.

The company has received the declaration from him that he meets the criteria of Independence as per Section 149 of the Companies Act, 2013 and LODR Regulations. He has also submitted a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, Dr. Bhasin fulfils the conditions specified in the Companies Act, 2013, the Rules thereunder and the LODR Regulations for appointment as an Independent Director and that he is independent of the management of the Company. The Nomination and Remuneration will evaluate the performance of all the Independent Directors including Dr. Bhasin.

Dr. Bhasin is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Dr. Bhasin has vast experience in chemistry and will contribute immensely to the Board deliberations and the Company will be benefitted out of his vast experience in various fields of academics and Chemistry. His role will be in Pharmaceuticals, Science & Research and Occupational health and safety. Being a research scholar, Dr. Bhasin fulfills the requirement of his role in the company. Pursuant to the provisions of LODR Regulations, approval of the members by way of a special resolution is required for appointment of Non-Executive Director if he has attained the age of 75 years. Dr. Bhasin has not yet attained the age of 75 years, but he will attain the same during his tenure, and pursuant to amendments in LODR Regulations, the Board recommends the Special Resolution set out in Item No. 6 of the accompanying Notice for approval by the Members.

Except Dr. Bhasin, none of the Directors and Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financial or otherwise, in his re-appointment. He does not have any relation with any other directors or KMPs.

By order of the Board of Directors
of Nectar Lifesciences Limited

Date: 14-08-2021
Place: Chandigarh

(Dinesh Dua)
Executive Director