

## **Nectar Lifesciences Limited**

(Corporate Identification Number: L24232PB1995PLC016664)  
Registered Office: Village Saidpura, Tehsil Derabassi,  
Distt. S.A.S. Nagar (Mohali) Punjab - 140507  
Email: cs@neclife.com, Website: www.neclife.com  
Phone: +91-01762-532001 Fax: +91-01762- 531833

---

### **NOTICE OF POSTAL BALLOT**

(Note: The business of this Notice of Postal Ballot will be transacted through electronic voting system)  
[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice of Postal Ballot is hereby given to the Members of NECTAR LIFESCIENCES LIMITED ("Company" or "NLL") pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 and other applicable provisions of the Securities & Exchange Board of India ("SEBI") (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (the "MCA Circulars"), and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, that the Resolution set out below is proposed to be passed by members of the Company through Postal Ballot by voting through electronic means ("remote e-voting").

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the LODR Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members who have registered their e-mail addresses with the Company or Depository Participant / Depository / KFin Technologies Private Limited ("KFIN"), the Company's Registrar & Transfer Agent ("RTA") and members can vote only through the remote e-voting process. This Notice will also be placed on the website of the Company, [www.neclife.com](http://www.neclife.com).

Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of KFIN for the purpose of providing remote e-voting facility to all its members. The Board of Directors has appointed Mr. Prince Chadha, as a Scrutinizer, who is a Practicing Company Secretary (Membership No. ACS 32856, CP No.12409) and who has communicated his willingness to be appointed as the Scrutinizer for conducting the Postal Ballot, through the remote e-voting process, in a fair and transparent manner.

The voting rights of the Members shall be reckoned in proportion to the equity shares held by them as on November 14, 2022 ("Cut-off date"). Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting.

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 Monday, November 21, 2022

End of remote e-voting: TO 5.00 p.m. on Tuesday, December 20, 2022.

Members are requested to read the instructions in the Notes in this Notice of Postal Ballot so as to cast their vote electronically not later than 5:00 P.M. IST on December 20, 2022, (the last day to cast vote electronically) to be eligible for being considered. 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.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot will be announced within forty-eight hours of conclusion of the remote e-voting process by December 22, 2022. The resolution will be deemed to be taken as passed on the date of conclusion of the remote e-voting, if the results of remote e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The results will be published on the website of the Company i.e. [www.neclife.com](http://www.neclife.com) and will be communicated to the Stock Exchanges where the Company's shares are listed. The results will also be posted on the Website of KFIN, <https://evoting.kfintech.com>.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

TO APPROVE THE APPOINTMENT OF MR. PUNEET SUD AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN **ORDINARY** RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 152 of the Companies Act, 2013 ("Act") and any other applicable provisions of the Act and the Rules made thereunder and Securities & Exchange Board of India ("SEBI") (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, Mr. Puneet Sud having Director Identification Number ("DIN") 09735713, who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Act and the Articles of Association of the Company and who has submitted a consent to act as a director 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 a Director of the Company and his period of office shall be determined to 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."

### **ITEM NO. 2**

TO APPROVE THE APPOINTMENT OF MR. PUNEET SUD AS A WHOLETIME DIRECTOR DESIGNATED AS A DIRECTOR (OPERATIONS) OF THE COMPANY AND TO HOLD OFFICE FOR A PERIOD OF TWO YEARS AND

IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS 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 (“Act”) and the rules made there-under and Securities & Exchange Board of India (“SEBI”) (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Memorandum & 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 appointment of Mr. Puneet Sud (DIN – 09735713) as a Wholetime Director, designated as Director (Operations) of the company for a period of 2 Years w.e.f. September 24, 2022 on the terms and conditions and remuneration including to pay remuneration in case of inadequate profits or no profits in any Financial Year (“FY”), as are set out herein below:

- a. **Salary:** INR 5,15,385/- (Rupees Five Lakh Fifteen Thousand Three Hundred and Eighty Five only) per month and be broken into various components as per HR policy of the company.
- b. He is also entitled to a bonus equivalent to his one month salary in a FY, proportionately to his tenure in a year.
- c. He shall be entitled to superannuation benefits as applicable to other employees of his grade as per HR policy of the company.
- d. **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.
- e. He shall not be entitled to any other benefits or payables from Company like Driver Salary, if any or any other perk etc.
- f. He shall not be entitled to Sitting fee for the Board/ Committee meetings attended by him.

**FURTHER RESOLVED THAT**, without prejudice to above resolutions, the other terms and conditions of his appointment are as per HR policy of the company as applicable to other employees.

**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 Act, in compliance of Schedule V of the Act 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.”

On behalf of the Board of Directors of  
Nectar Lifesciences Limited

Place: Chandigarh  
Dated: November 14, 2022

(Sanjiv Goyal)  
Chairman & Managing Director  
DIN: 00002841

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business, is annexed hereto. Disclosures under LODR Regulations and under SS-2 issued by ICSI are also contained in Explanatory Statement pursuant to Section 102 of the Act. The Directors have furnished the requisite declarations for their appointment.
2. Due to the Covid-19 pandemic, the MCA Circulars, have, *interalia*, prescribed the process for passing of resolutions through Postal Ballot till December 31, 2022. The MCA Circulars also provide that the communication of assent/ dissent of the members in the Postal Ballot will take place only through remote e-voting.
3. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the LODR Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to KFIN sending an e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or to the Company at [cs@neclife.com](mailto:cs@neclife.com).
4. The Notice of Postal Ballot is being sent only by email to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Cut-off date and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA.
5. Members may note that the aforesaid Notice of Postal Ballot has been uploaded on the website of the Company at [www.neclife.com](http://www.neclife.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Notice of Postal Ballot is also disseminated on the website of KFIN (agency for providing the Remote e-Voting facility) i.e. <https://evoting.kfintech.com>
6. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
7. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact KFIN by e-mail at [evoting@kfintech.com](mailto:evoting@kfintech.com) or to the Company at [cs@neclife.com](mailto:cs@neclife.com).
8. All documents referred to in this Notice of Postal Ballot will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until last date of e-voting. Members seeking to inspect such documents can send an email to [cs@neclife.com](mailto:cs@neclife.com) stating their name and Folio no./DP ID-Client ID/Beneficiary ID.
9. The manner of voting, including voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and

shareholders holding shares in physical mode, is appearing under “INSTRUCTIONS FOR E-VOTING” in this Notice. Members are requested to read the same carefully.

### INSTRUCTIONS FOR E-VOTING

10. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the LODR Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 (“E-voting Circular”) in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote through the remote e-Voting services provided by KFIN, on the resolution set forth in this Notice. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility. The instructions for remote e-Voting are given herein below.
11. The details of Cut-off date and dates of remote e-Voting have been provided in the Notice of Postal Ballot.
12. Pursuant to E-voting Circular on “e-Voting facility to be provided by listed companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process, facilitating seamless authentication and also ease and convenience of participating in e-Voting process.

**The detailed process and manner for remote e-Voting for Individual/ HUF are explained herein below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Dematerialised mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasinew/Home/Login">https://web.cdslindia.com/myeasinew/Home/Login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Beneficiary (Demat) Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded</li> </ol>

	<p>in the Beneficiary (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.</p>
<p>Individual Shareholders holding securities in Dematerialised mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> 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 Pass word. 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 &amp; voting during the meeting.</li> <li>2) If the user is 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>3) 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 Beneficiary (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 &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in Dematerialised mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your Beneficiary (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 &amp; voting during the meeting.</p>

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 dematerialised mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in	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 and 22-23058542-43.

Dematerialised mode with <b>CDSL</b>	
Individual Shareholders holding securities in Dematerialised mode with <b>NSDL</b>	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

13. Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**(A) Members whose email IDs are registered with the Company / Depository Participant(s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1-800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., Nectar Lifesciences Limited-Postal Ballot" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on Cut-off date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- ix. Voting has to be done for the item mentioned in the Notice and in case you do not desire to cast your vote on the item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Corporate /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 prince.chadha88@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "NECTAR\_[EVEN7060]"

**B) 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 resolution set out in this notice:**

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM, Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFIN, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/> . Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

14. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFIN on <https://ris.kfintech.com/clientservices/postalballot/> or contact at Toll Free No. 1800 309 4001, at [Unit: NECTAR LIFESCIENCES LIMITED] Kfin Technologies Private Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

-----

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act"), SECURITIES & EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LODR Regulations") AND SECRETARIAL STANDARD-2, ("SS-2"), ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ("ICSI"), CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THIS NOTICE OF POSTAL BALLOT**

**ITEM NOS. 1 AND 2**

The members may please note that due to the resignation dated August 21, 2022 of Dr. Sanjit Singh Lamba and in the virtue of strategic and operational requirements and based on the recommendation of Nomination & Remuneration Committee ("NRC"), and pursuant of provisions of Sections 161 of the Act and LODR Regulations, the Board of Directors vide resolution dated September 24, 2022 have appointed Mr. Puneet Sud (DIN- 09735713) as an Additional Director of the Company.

The Board has proposed the appointment of Mr. Puneet Sud as a regular Director to the members of the Company through this Notice of Postal Ballot, whose period of office shall be determined to be liable to retire by rotation. The Board recommends his appointment as proposed in Item No. 1.



Further, based on the recommendation of NRC, and pursuant of provisions of Sections 196, 197 and 203 read with Schedule V of the Act and LODR Regulations, the Board of Directors vide resolution dated September 24, 2022 have also appointed Mr. Puneet Sud (DIN- 09735713) as a Whole time Director designated as Director (Operations) of the Company on the remuneration and terms and conditions as specified in the Item no. 2 of this Notice of Postal Ballot.

Mr. Puneet Sud fulfils the requirement of his role of Skills/expertise/ competence as a Director as well as Director (Technical) as specified below:

1. All Round Leadership skills
2. Knowledge of domain of Pharmaceuticals, Science & Research
3. Overall familiarity about Finance, Accounting, Manufacturing, Quality Management Systems, Sales, marketing and business development
4. Risk Management Awareness
5. Skills in regulations
6. OH&S (Occupational health and safety)

He has certified that he is not disqualified to become a Director under the Act and not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority.

Statements of Particulars pursuant to Schedule-V of the Act, LODR Regulations and SS-2 are given as annexure 'A' to this explanatory statement and shall be deemed to be part of this explanatory statement.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, the Board recommends the Special Resolution of Item no. 2 of the accompanying Notice of Postal Ballot for the approval of the Members.

Pursuant to Regulation 17(1C) of the LODR Regulations, effective from January 1, 2022, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors of the company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the members of the Company for the appointment of Mr. Puneet Sud as a Director as well as Wholetime Director designated as Director (Operations) on the Board is required within a period of three months from the date of their appointment i.e. September 24, 2022.

Except Mr. Puneet Sud, none of the Directors and/or Key Managerial Personnel ("KMP") of the Company and/or their relatives is concerned or interested, financially or otherwise, in the Item No. 1 and Item No. 2.

He does not have any relation with any other Directors or KMP.

#### **Annexure 'A' as referred in Item Nos. 1 and 2**

The Members may please note the company is in recovery mode from the impact Covid-19 pandemic and may have inadequate profits during the Financial Year ("FY") 2022-23 and onwards for payment of managerial remuneration. 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 Director (Operations), the company may pay remuneration to him exceeding the limit under the Schedule V of the Act in compliance of Schedule V of

the Act including any statutory modifications or re-enactment thereof. Therefore, it is proposed to pay remuneration to Mr. Puneet Sud, as proposed in Item No. 2 and seek the approval of members by way of special resolution pursuant to the provisions of Sections 197, Schedule V as applicable and other applicable provisions, if any, of the Act.

### Statement of particulars pursuant to Schedule-V of the Act, LODR Regulations and SS-2

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act, LODR Regulations and SS-2 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:**

Particulars	INR in Millions		
	Year ended on 31-Mar-22	Year ended on 31-Mar-21	Year ended on 31-Mar-20
Gross Sales (Including GST)	19249.22	17622.69	26392.81
Other Income	113.18	37.94	43.62
Profit before Interest, Depreciation & Amortization and Tax	1701.31	1129.49	2223.32
Interest	788.10	1120.32	1258.23
Depreciation & Amortization	569.68	602.53	607.66
Profit (Loss) before exceptional items & tax	343.53	(593.36)	357.43
Exceptional Items (Net of Tax)	-	253.15	-
Profit before tax	343.53	(846.51)	357.43
Tax expenses	90.34	(115.04)	56.82
Profit after tax	253.20	(731.47)	300.61
Other Comprehensive income (Net of Taxes)	8.13	3.94	12.62
Profit after tax available for Appropriations	261.32	(727.53)	313.22

The financial results of the company for the quarters and period ended on June 30, 2022 and September 30, 2022 are available on the website of the company (URL: <https://www.neclife.com> ).

#### e) Foreign investments or collaborations, if any:

##### Global Depository Receipts (GDRs)

GDRs: The Company has issued and allotted 46,000,000 equity shares underlying 46,000,000 Global Depository Receipts (GDRs) aggregating to 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 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).

### 2) Information about the appointee:

Particular	Details
<b>a) Background Details:</b>	<p>Mr. Puneet Sud (DIN- 09735713), aged 56 years, has completed his Bachelors in Technology in Chemical Engineering from Indian Institute of Technology- BHU, Varanasi.</p> <p>He's a techno-commercial expert in Manufacturing &amp; Operations of Regulated API's &amp; intermediates, Product Development, CRAMS and Contract Manufacturing in the Pharmaceutical and Life Sciences domain and demonstrated success in leading change and driving Continuous Improvement, Statutory Compliances, and business growth objectives with P&amp;L accountability.</p> <p>Mr. Sud had joined the Company on October 05, 2021 and was designated as a Senior Vice President (Operations) at Unit II, Derabassi.</p>
<b>b) Past Remuneration:</b>	Mr. Sud was drawing the same remuneration as proposed in Item no. 2 as the Senior Vice President (Operations) of the Company.
<b>c) Recognition or awards:</b>	He was recognized and awarded by Piramal Enterprises Limited for site turnaround. Further, he was elevated from the position of Senior Vice President (Operations) as a Wholetime Director designated as a Director (Operations).
<b>d) Job profile and his suitability and Nature of expertise and specific functional area:</b>	<p>His Core skills and competence includes All Round Leadership skills, Knowledge of domain of Pharmaceuticals, Science &amp; Research, Overall familiarity about Finance, Accounting, Manufacturing, Quality Management Systems, Sales, marketing and business development, Risk Management Awareness, Skills in regulations, OH&amp;S (Occupational, health and safety) etc.</p> <p>He will look after overall technical operations of the Company including but not limited to production, R&amp;D and regulatory compliances etc.</p>
<b>e) Remuneration Proposed:</b>	As proposed in Resolution no. 2 of Notice of Postal Ballot.
<b>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):</b>	<p>He has more than 32 years of work experience with different companies like Clivient Limited, Jubilant Life Sciences Limited, Piramal Enterprises Limited, Parabolic Drugs Limited, Orchid Chemicals and Pharmaceuticals Limited, Ranbaxy Labs Limited and Lupin Limited. The last 17 years of which have been in senior leadership positions in API Manufacturing Operations, Product Development &amp; Technology Transfer, CRAMS, and Contract Manufacturing with P &amp; L accountability.</p> <p>The remuneration has been considered by the NRC and the Board of Directors of the Company and is in line with his expertise in management</p>

	of technical operations, and the remuneration being drawn by similar positions in the industry.
<b>g) Terms and Conditions of Appointment/ Reappointment</b>	As per resolutions proposed in Item no. 1 and Item no. 2 read with this explanatory statement.
<b>h) Date of first appointment on the Board</b>	September 24, 2022
<b>i) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:</b>	<p>Apart from receiving managerial remuneration, he does not have any Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel.</p> <p>He is not holding any share in the Company.</p>
<b>j) Directorships in other Companies</b>	He is not holding directorship in any other listed entity. Further, he has not resigned from any of the listed entity in past 3 years.
<b>k) Board Meetings</b>	From the date of his appointment, he has attended the Board Meeting held on November 14, 2022.
<b>l) Committee memberships/ Chairmanships</b>	He is a member of the Stakeholders Relationship Committee, Management Committee and Corporate Social Responsibility Committee of the Company. He does not hold Committee memberships/ Chairmanships in any other company.

#### 4) Other Information:

**a) Reasons of loss or inadequate profits:** Due to Covid-19 pandemic, revenue for the year ended March 31, 2021 had been impacted resulting in losses during the FY 2020-21. Though, the Company has gained profits in FY 2021-22 and June quarter of FY 2022-23, it cannot be guaranteed that the company will not incur losses in FY 2022-23 and onwards. Thus, it cannot be guaranteed that the company will have sufficient profits as per section 197 to pay proposed remuneration to Director (“Operations”). 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:**

The company is taking all the necessary precautions and keeping necessary measures in place to tackle with the challenges. The Company has managed to have profits in FY 2021-22 and June quarter of FY 2022-23, thus, the company stands a good chance to come out on the better side amidst these situations and to ramp up its operations to have adequate profits.

On behalf of the Board of Directors of  
Nectar Lifesciences Limited

Place: Chandigarh  
Dated: November 14, 2022

(Sanjiv Goyal)  
Chairman & Managing Director