

**Ref. No.: NLL/CS/2025-519**

**July 11, 2025**

To,

1. National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai 400 051

**Symbol: NECLIFE**

2. BSE Limited  
Corporate Relationship Department,  
P J Towers, Dalal Street,  
Mumbai 400 001

**Scrip Code: 532649**

## **Sub: Notice of 2025-26/01<sup>st</sup> Extraordinary General Meeting (“EGM”)**

This is in continuation of our letter no. NLL/CS/2025-514 dated July 07, 2025, we wish to inform you that the EGM of the Company is scheduled to be held on Monday, August 04, 2025, at 10:00 A.M. at registered office and works of the company at Village Saidpura, Tehsil Derabassi, Distt. S.A.S. Nagar, Mohali (Punjab). The copies of the EGM Notice and remote e-voting instructions are attached.

Further, we wish to intimate that in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall provide to its members the facility to exercise their votes electronically (remote e-voting) for transacting the items of business as set out in the Notice convening the EGM of the Company.

The facility for ballot / polling paper shall be made available at the EGM and the members attending the EGM and have not cast their vote by remote e-voting, shall be able to vote at the EGM through ballot / polling paper.

The Company has fixed Monday, July 28, 2025, as the cut-off date to determine the entitlement of voting rights of members for remote e-voting or voting/ polling at the EGM.

Kindly take the same on record.

Yours Sincerely,

**For Nectar Lifesciences Limited**

(Sanjaymohan Singh Rawat)

**Company Secretary & Compliance Officer**

CC to:

1. NSDL
2. CDSL
3. Kfin Technologies Limited

## 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](http://www.necLife.com), Phone: +91-01762-534001 Fax: +91-01762- 531833

### NOTICE

(Note: The business of this Meeting is being transacted through an electronic voting system)

**NOTICE** be and is hereby given that an 2025-26/01<sup>st</sup> Extraordinary General Meeting (“EGM”) of the members of Nectar Lifesciences Limited (the “Company”) will be held on Monday August 04, 2025, at 10.00 A.M. at the registered office of the Company situated at Village Saidpura, Tehsil Derabassi, District S.A.S. Nagar (Mohali) 140 507, Punjab to transact the following special businesses:

ITEM NO. 1: TO APPROVE THE APPOINTMENT OF DR. SURULICHAMY SENTHILKUMAR 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 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s) or re-enactment(s) thereof and pursuant to the provisions of Memorandum & Articles of Association and Nomination, Remuneration & Evaluation Policy of the Company, Dr. Surulichamy Senthilkumar having Director Identification Number (“DIN”) 11124083, 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 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 DR. SURULICHAMY SENTHILKUMAR AS A WHOLETEIME DIRECTOR DESIGNATED AS A DIRECTOR (R&D) OF THE COMPANY FOR A PERIOD OF THREE 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 and Exchange Board of India (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 Dr. Surulichamy Senthilkumar (DIN–11124083) as a Wholetime Director, designated as Director (R&D) of the Company for a period of three Years w.e.f. June 01, 2025 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 6,00,000/- (Rupees Six Lakh 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 financial year, proportionately to his tenure in a year.
- c. He shall be entitled to superannuation benefits 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 a Sitting fee for the Board/ Committee meetings attended by him.

**FURTHER RESOLVED THAT**, without prejudice to the 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.”

ITEM NO. 3: TO CONSIDER AND APPROVE THE TRANSFER OF THE BUSINESS TO CEPH LIFESCIENCES PRIVATE LIMITED AS A GOING CONCERN ON A 'SLUMP SALE' BASIS AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, and other applicable rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the memorandum and articles of association of the Company, and subject to the approvals, consents, permissions, and sanctions as may be necessary from the concerned statutory authorities, and other third parties and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the **“Board”** which term shall be deemed to include any committee which the Board may have empowered from time to time to exercise its powers including the power conferred by this resolution), to transfer the business of manufacture, distribution, marketing and sale of active pharmaceutical ingredients and formulations of the Company (**“Business”**) to Ceph Lifesciences Private Limited (**“Purchaser”**), by way of a slump sale on a going concern basis on the terms and conditions as set out in the business transfer agreement dated July 07, 2025 (**“BTA”**) executed between the Company and the Purchaser, for an overall consideration of INR 12,70,00,00,000/- (Indian Rupees twelve hundred seventy crore only), subject to the certain adjustments specified in the BTA, and on terms and conditions specified in the BTA and other definitive agreements as may be required to be executed by the Company with the Purchaser.

**RESOLVED FURTHER THAT** Mr. Sanjiv Goyal, Chairman & Managing Director (“**CMD**”) of the Company, be and is hereby authorized to discuss, negotiate, finalise and execute necessary documents including but not limited to the BTA, other definitive agreements in order to give effect to the BTA, including but not limited to conveyance deeds for transfer or conveyance of immovable properties, transfer or assignment of lease deeds, assignment and/or novation agreements, employee transfer letters or any other documents pertaining to transfer of employees, agreements in relation to transfer and/or license of intellectual property, agreements, letters or other documents in relation to borrowings, repayment, transfer of loan, release of securities created in favour of lenders and all other deeds, documents, contracts, power of attorney(s), forms, letters, writings, applications, side letters and other ancillary documents together with any such modifications or amendments as may be necessary for aforesaid transfer of Business, with effect from such date and in such manner as is decided by the CMD and/ or the CMD is also authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to slump sale and transfer of the Business as he may in his absolute discretion deem fit and/ or further to decide release of advertisement or public disclosures, engage any advisor, consultant, agent or intermediary etc. as may be deemed necessary in connection with the slump sale and transfer of the Business.

**RESOLVED FURTHER THAT** the CMD, be and is hereby authorized, on behalf of the Company, to:

- (a) execute any form, consent letter or document and make any submission or application that may be required to be submitted to any regulatory authority and represent the Company before any regulatory authority, in connection with the implementation and consummation of the BTA including filing all necessary e-forms with the Registrar of Companies, as may be required from time to time; and
- (b) generally, do all such acts, deeds, things and matters and execute such deeds, documents, agreements, undertakings, indemnities and papers as may be necessary or expedient in order to consummate the BTA, including without limitation the power to delegate any of the powers / authority granted to them hereunder to any person.

**RESOLVED FURTHER THAT** the special power of attorney, if required, may be executed in favour of CMD, for aforesaid purpose by any director or key managerial personnel of the Company.

**RESOLVED FURTHER THAT** the CMD of the Company be and is hereby authorised to delegate any or all of the powers conferred herein to him *vide* the above resolutions, to any other person or employee of the Company to do all such acts, things and deeds which CMD himself can do and/ or the special power of attorney, if required, may be executed in favour of such person to whom aforesaid powers have been delegated by the CMD of the Company, to give effect to the above resolutions.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any director or any key managerial personnel of the Company, may be furnished to any person(s) as may be required.”

**Place: Chandigarh**  
**Date: July 07, 2025**

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

(Sanjiv Goyal)  
**Chairman & Managing Director**  
DIN: 00002841

## IMPORTANT NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE 2025-26/01<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING (“EGM”) 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 EGM. 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.

During the period beginning 24 hours before the time fixed for the commencement of EGM and ending with conclusion of the EGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), which sets out details relating to Special Business at the EGM, is annexed hereto. Disclosures under Securities and Exchange Board of India (“SEBI”) (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and under Secretarial Standard -2 issued by Institute of Company Secretaries of India (“ICSI”) are 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. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (“PAN”), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

a. For shares held in electronic form: to their Depository Participants (DPs);

b. For shares held in physical form: to the Company/ Registrar and Share Transfer Agent (“RTA”) of the Company KFin Technologies Limited (“KFIN”);

in prescribed Form ISR-1 and other forms pursuant to SEBI Circular dated March 16, 2023 which are available on the RTA website: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> or the Company website: <https://www.neclife.com/about-3-15>. The Company has sent letters through speed post for furnishing the required details. Members may also refer to RTA’s website or the Company’s website for more information.

Also, as per SEBI circular dated June 08, 2023, there is implementation of Online Mechanism Processing of Investor Service Requests and Complaints by RTA which are available on the RTA website: <https://ris.kfintech.com/> or the Company website: <https://www.neclife.com/about-3-15>.

4. 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 January 24, 2022, and in terms of said notifications, the requests for effecting transfer and/ or transmission and/ or

transposition of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

5. Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the RTA's and Company's websites. It may be noted that any service request can be processed only after the folio is KYC Compliant.

6. Electronic copy of the Notice of EGM is being sent to all the members whose email IDs are registered with the Company/DPs for communication purposes. For members who have not registered their email address, physical copies are being sent in the permitted mode. The Notice of EGM will also be available on the Company's website <https://www.neclife.com/about-3-9> 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.

7. 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 EGM. Corporate members intending to send their authorised representatives to attend and vote at the EGM pursuant to Section 113 of the Act are requested to send, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the EGM.

8. 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 EGM of the Company.

9. Pursuant to Section 108 of Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and LODR Regulations, the Company is pleased to provide members' facility to exercise their right to vote at the EGM 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 Monday, July 28, 2025 (cut-off date) 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 EGM 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 Friday, August 01, 2025

End of remote e-voting: TO 5.00 p.m. on Sunday, August 03, 2025.

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 Act, 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 EGM. The facility for ballot / polling paper shall be made available at the EGM and the members attending the EGM who have not cast their vote by remote e-voting shall be able to vote at the EGM through ballot/ polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the EGM. In case of voting by both the modes, vote cast 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 EGM.

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 along with this notice through permitted mode. Any person, who becomes member of the Company after dispatch of the Notice of the EGM 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](http://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 dematerialised mode are allowed to vote through their Demat account maintained with Depositories and DPs. 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 for Individual shareholders holding securities in dematerialised mode Central Depository Services (India) Limited (“CDSL”)/ NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
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. The 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/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/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 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/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</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 in the</li> </ol>

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.

Individual Shareholders holding securities in Dematerialised mode with NSDL

- 1) For OTP based login you can click on <https://eservices.nsdl.com/> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 and you will be redirected to e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) 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.
- 3) 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>
- 4) 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 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 & voting during the meeting.
- 5) Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders (holding securities in Dematerialised mode) login through their <b>Depository Participants</b>	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 & 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 dematerialised mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Dematerialised mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
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 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, Practicing 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 EGM, he shall be represented by C.A. Arjun Prajapati or any other person who shall be a qualified Company Secretary duly authorized by him, who shall act as Scrutinizer for e-voting and polling on resolutions to be passed at the forthcoming EGM of the Company.

After the conclusion of voting at the EGM, the scrutiniser shall, immediately first count the votes cast at the EGM, 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 EGM, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson 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](http://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 EGM subject to receipt of the requisite number of votes in favour of the resolutions.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“Act”) AND INFORMATION PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND 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.**

**Item Nos. 1 and 2**

The members may please note that the term of Mr. Puneet Sud as a Wholetime Director designated as a Director (Operations) has been expired on May 31, 2025, and therefore he has also tendered his resignation as a Director of the Company with effect from closing hours of May 31, 2025. For operational requirements and based on the recommendation of Nomination & Remuneration Committee (“NRC”), and pursuant of provisions of Sections 161, 196, 197 and 203 read with Schedule V of the Act and LODR Regulations, the Board of Directors vide their resolutions dated May 30, 2025, have appointed Dr. Surulichamy Senthilkumar (DIN- 11124083) as an Additional Director of the Company w.e.f. June 01, 2025 as well as Whole time Director designated as Director (R&D) of the Company for a period of three years from June 01, 2025 on the remuneration and terms and conditions as specified in the Item no. 2 of this Notice.

Dr. Surulichamy Senthilkumar fulfils the requirement of his role of Skills/expertise/ competence as a director as well as Director (R&D) 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. Skills in regulations
5. 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.

Pursuant to Regulation 17(1C) of the LODR Regulations, 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.

Based on the rationale provided in this explanatory statement and its annexures, the Board has proposed the appointment of Dr. Surulichamy Senthilkumar as a regular Director to the members of the Company through this Notice of EGM, whose period of office shall be determined to be liable to retire by rotation as proposed in Item no. 1 as well as Whole time Director designated as Director (R&D) of the Company for a period of three years from June 01, 2025 on the remuneration and terms and conditions as specified in the Item no. 2 of this Notice.

Except Dr. Surulichamy Senthilkumar, 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 or Promoters.

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

The Members may please note the Company has incurred losses during the Financial Year ("FY") 2024-25 and it also is not sure that the company would not incur losses in the future. It is necessary to pay the competitive remuneration to managerial personnel to retain the talent in the Company. Therefore, it is proposed that in the event of no profit, or the profits of the company are inadequate, during the tenure of Director (R&D), the Company may pay remuneration to them exceeding the limit under the Schedule V of the Act in compliance thereof including any statutory modifications or re-enactment thereof. 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 the Company is an existing Company and have facilities where commercial production is already started.
- c) **In case of new companies, the 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	2024-25	2023-24	2022-23
Gross Sales (Including GST)	19083.98	19258.32	17465.57
Other Income	49.92	145.76	431.79
Profit (loss) before Interest, Depreciation & Amortization and Tax	(245.66)	1661.36	979.02
Profit (loss) before tax	(1615.34)	182.76	(406.94)
Profit (loss) after tax	(1136.81)	50.02	(224.57)

The financial results of the Company for the quarters and period ended on March 31, 2025, are available on the website of the Company (URL: <https://www.neclife.com> ).

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

There is no direct foreign investment pending in the Company except to the extent shares held by Foreign Portfolio Investors and Non-Resident Indians, acquired during the initial public offering and Secondary market. There is no foreign collaboration in the Company.

**2. Information about the appointee:**

Particular	Details

<b>a) Background Details/ Brief resume:</b>	<p>Dr. Surulichamy Senthil Kumar (DIN –11124083) aged 52 years completed his graduation in Chemistry from the Gandhigram Rural University, Gandhigram, Tamil Nadu, Post-graduation in Chemistry from Bharathidasan University, Tiruchirappalli, Tamil Nadu and a Scholar P.H.D. in Chemistry from Monad University, Hapur, UP.</p> <p>Dr. Kumar had joined the Company on March 21, 2008, as Manager, PD Lab at Unit II, Derabassi, Punjab and elevated to the General Manager (R&amp;D) at Derabassi plants of the Company.</p> <p>Before, joining the Company, Dr. Kumar had more than 12.5 years of work experience in Orchid Chemicals and Pharmaceuticals Limited, Chennai.</p>
<b>b) Past Remuneration:</b>	<p>Dr. Kumar was drawing the same remuneration as proposed in resolution in Item no. 2 as the General Manager (R&amp;D) of the Company.</p>
<b>c) Recognition or awards:</b>	<p>He has five patents registered in his name.</p>
<b>d) Job profile and his suitability and Nature of expertise and specific functional area:</b>	<p>He is working with the Company since last 17 and well versed with R&amp;D, Production, Process Development dept areas of Manufacturing, Cost reduction, New Process Development, Process optimization, Technology Transfer, Quality Improvement, Commercialization of process from Lab to pilot and bulk scale production.</p> <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, Skills in regulations, OH&amp;S (Occupational, health and safety) etc.</p>
<b>e) Remuneration Proposed:</b>	<p>As proposed in resolution in item no. 2 of the Notice.</p>
<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>The remuneration has been considered and approved by the NRC and the Board of Directors of the Company and is in line with his expertise in management of R&amp;D, Production, Process Development dept areas of Manufacturing, Cost reduction, New Process Development, Process optimization, Technology Transfer, Quality Improvement, and the remuneration being drawn by similar positions in the industry.</p>
<b>g) Terms and Conditions of Appointment/</b>	<p>As per resolutions proposed in Item no. 2 read with this explanatory statement.</p>

<b>Reappointment</b>	
<b>h) Date of first appointment on the Board</b>	June 01, 2025
<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 directors or KMP or promoters.</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>	NA
<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.

### 3. Other Information:

- a) Reasons of loss or inadequate profits:** During the financial year 2020-21, based on expert's (nominated by the Lead Bank) findings, the Company has reclassified certain inventories from "Current" to "Non- Current". Notwithstanding the reports furnished by technical expert about the remaining non-current inventory, the management has, adhering to conservatism principle, decided to mark down the realizable value of inventory to INR 5,061.27 lakhs from INR 17,733.10 lakhs, based on the fact that the inventory has been in stocks for a considerable period. The resultant loss has been charged to profit and loss account in 2024-25.
- b) Steps taken or proposed to be taken for improvement:** The Board of Directors and company will, in their best endeavour, try to improve the performance of the Company and Various measures are being undertaken for cost reduction 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 essential measures in place to tackle the challenges. The initiatives that are being taken will start showing results in the near future and are expected to result in an improvement in the performance of the Company.

### Item No. 3

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 ("**Act**") and Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**LODR Regulations**"), any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company requires the approval of members of the Company accorded

by way of a special resolution. An 'undertaking' for the purposes of Section 180(1)(a) of the Act means an undertaking in which the investment of a company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year.

Given that the Business proposed to be transferred by Company generated more than 20% of the net worth of the Company, as per the audited balance sheet of financial year ("FY") 2024-25 and generated more than 20% of the total income of the Company during the FY 2024-25, the transfer of the Business (as defined in the BTA) will require approval of the members *vide* a special resolution under Section 180(1)(a) of the Act.

Additionally, under the Regulation 37A of the LODR Regulations, the special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed votes cast by such public shareholders against the resolution and no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking.

The object and commercial rationale for the Proposed Transaction is to utilise the sale proceeds for strategic purposes, including repayment of existing debt, investment in new projects, rewarding shareholders, and general corporate purposes, as deemed fit by the Board or its committee, in accordance with applicable law.

The Board has relied on the valuations of assets of the business undertaking made by the banks from time to time. The Board is of the opinion that the Proposed Transaction is in the best interest of the Company and accordingly recommends the special resolution set out at item no. 3.

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. 3.

Date: July 07, 2025  
Place: Chandigarh

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

(Sanjiv Goyal)  
**Chairman & Managing Director**  
DIN: 00002841

**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the company: NECTAR LIFESCIENCES LIMITED

CIN: L24232PB1995PLC016664

Registered office: Village Saidpura, Tehsil Derabassi,

Distt. S.A.S. Nagar (Mohali) Punjab – 140 507

Name of the member (s): \_\_\_\_\_ DP ID: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Folio No/ Client Id: \_\_\_\_\_

Registered address: \_\_\_\_\_

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1. Name \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Registered address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

2. Name \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Registered address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

3. Name \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Registered address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") of the company, to be held on the Monday, August 04, 2025, at 10.00 a.m. at registered office and works of the company at Village Saidpura, Tehsil Derabassi, Distt. S.A.S. Nagar (Mohali) (Punjab) and at any adjournment thereof in respect of all or such resolutions as are indicated below:

Resolution Nos.

1.

2.

3.

Dated:

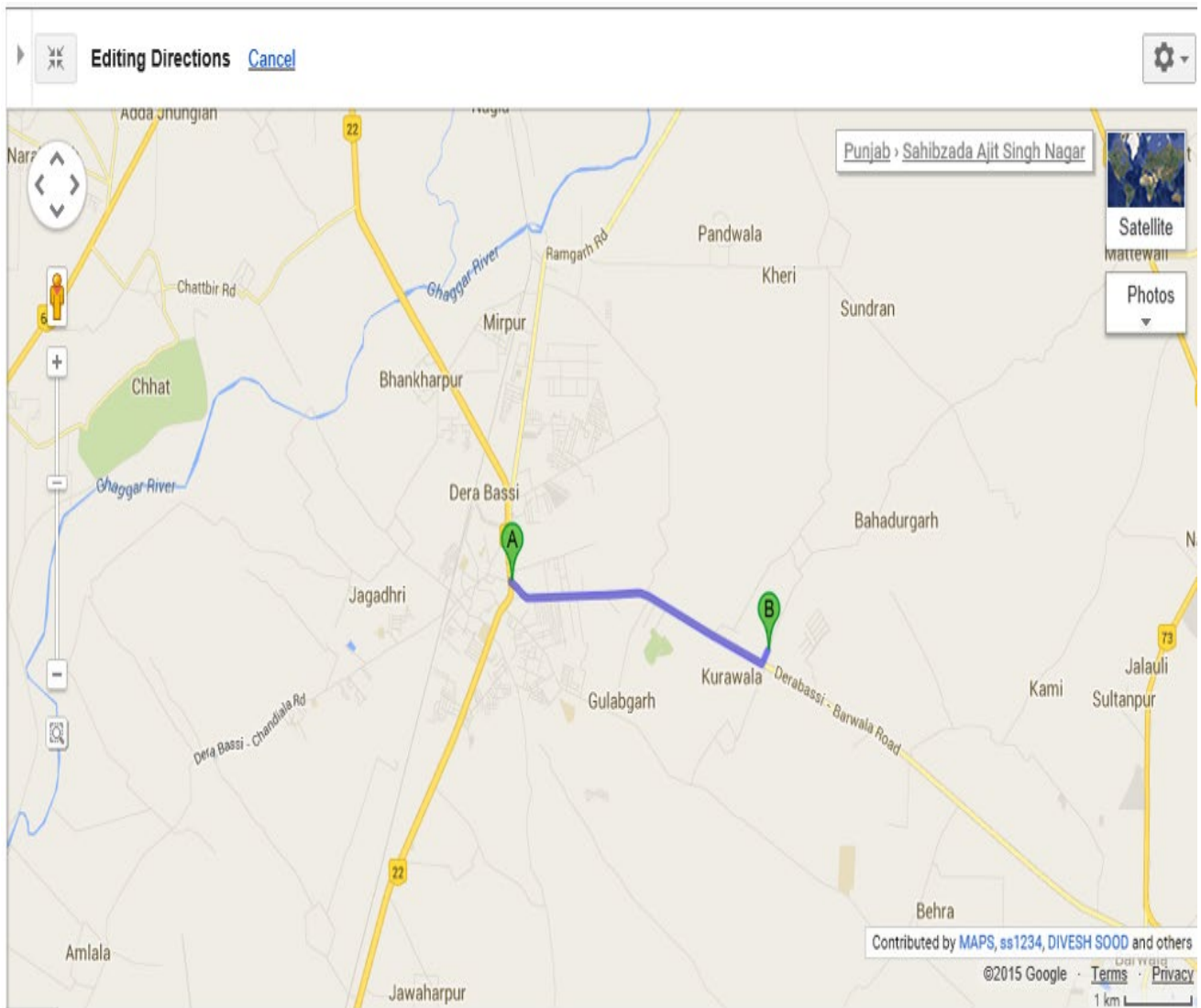
**Affix  
Revenue  
Stamp**

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the EGM.**

Route map of location of EGM.



- A – Ambala Chandigarh Expressway (NH-22) at Derabassi.
- B – Nectar Lifesciences Limited, Works and Registered Office at Village Saidpura, Derabassi, Punjab.

## NECTAR LIFESCIENCES LIMITED

CIN: L24232PB1995PLC016664

Regd. Office: Village Saidpura, Tehsil – Derabassi, Distt. S.A.S Nagar (Mohali) Punjab – 140507, India.

Ph: 01762-534001, Email: cs@neclife.com, Website: <https://www.neclife.com/>

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### **ATTENDANCE SLIP**

Sr. No.:

Registered Folio No. / DP No. / Client No. :

Name and Address of the Shareholder :

Name(s) of the Joint Holder(s) if any :

No. of shares held :

Full name of Proxy, if any (IN BLOCK :  
LETTERS)

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING (EGM) of the Company held on Monday, August 04, 2025, at Vill. Saidpura, Tehsil Derabassi, Distt. S.A.S Nagar (Mohali) Punjab – 140507, at 10.00 a.m.

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Member's / Proxy's Signature

Notes:

1. Members/Proxy holders are requested to produce the attendance slip duly signed for entry to the EGM hall.
  2. Members are requested to bring their copy of the EGM Notice for reference at the EGM.
- 

### **ELECTRONIC VOTING PARTICULARS**

<b>EVEN(E Voting Event Number)</b>	<b>User ID</b>	<b>PASSWORD</b>
<b>8942</b>		

### **GENERAL INSTRUCTIONS**

1. The Members, whose names appear in the Register of Members / list of Beneficial Owners on the close of the day on Monday, July 28, 2025 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice.
2. The voting rights of the Members for e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date.
3. The Company has appointed Mr. Prince Chadha of M/s. P. Chadha & Associates, Company Secretaries, Chandigarh as a Scrutinizer to scrutinize the polling at EGM and remote e-voting ("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.
4. After the conclusion of polling at the EGM, the scrutinizer shall, immediately first count the votes cast at the EGM, thereafter, unblock the votes cast through 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 EGM, 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 (<https://www.neclife.com/>) and on the website of the KFin Technologies Limited, Registrar & Share Transfer Agent ("Kfin" or "RTA") (<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 EGM subject to receipt of the requisite number of votes in favour of the resolutions.

**Instructions and other information relating to remote e-voting (e-voting) are as under**

1. The remote e-voting facility will be available at the link <https://evoting.kfintech.com> during the following voting period:
  - i. Commencement of remote e-voting: FROM 9.00 a.m. on Friday, August 01, 2025.
  - ii. End of remote e-voting: TO 5.00 p.m. on Sunday, August 3, 2025.
2. In case a Member receives an email from Kfin (for Members whose email Ids are registered with the Company/Depository Participant(s)):
  - a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - b) Enter the login credentials (i.e. User id and password mentioned in email/ overleaf). Your Folio No./ DP ID / Client ID will be your User ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for casting your vote.
  - c) After entering these details appropriately, click on "LOGIN".
  - d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 take utmost care to keep your password confidential.*
  - e) You need to login again with the new credentials.
  - f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Nectar Lifesciences Limited.
  - g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
  - h) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - j) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
  - l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF / JPEG Format) of the Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: prince.chadha88@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
3. In case a Member receives physical copy of the EGM Notice by courier (for members whose email Ids are not registered with the Company/Depository Participant(s)).
  - a) User ID and initial password are provided overleaf.
  - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (1) above, to cast your vote.
4. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
5. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Kfin's website <https://evoting.kfintech.com> or call Kfin on 040-67162222 & Toll Free Number:1800 3094 001 or send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).
6. The facility for ballot / polling paper shall be made available at the EGM and the members attending EGM who have not cast their vote by e-voting shall be able to vote at the EGM through ballot / polling paper. The members who have cast their vote by e-voting may also attend EGM, but shall not be entitled to cast their vote again.
7. Any person who becomes member of the Company after dispatch of the Notice of the EGM and holding shares as on the cut-off date may obtain the User Id and password in the manner as mentioned below:
  - a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS: MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399  
Example for NSDL: MYEPWD<SPACE>IN12345612345678  
Example for CDSL: MYEPWD<SPACE>1402345612345678  
Example for Physical: MYEPWD<SPACE> XXXX1234567890
  - b) If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password. If the member is already registered with KFin for e-voting, he can use his existing User ID and password for casting the vote through e-voting.
8. The Individual members may please refer to notes of Notice of EGM for evoting through the login pages of Depositories/ Depository Participants.