

Nectar Lifesciences Ltd.



Ref No. NLL/CS/2025-545

August 26, 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 30th Annual General Meeting ("AGM")

Ref.: Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is in continuation of Company's letter no. NLL/CS/2025-539 dated August 14, 2025, please find enclosed Notice convening the 30th AGM of the Company, scheduled to be held on September 29, 2025, at 11:00 A.M. IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

The Company is pleased to provide to its members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The date and time of remote e-voting facility are as under:

E-voting start time and date	9:00 A.M. (IST) on Friday, September 26, 2025
E-voting end time and date	5:00 P.M. (IST) on Sunday, September 28, 2025

Further, the facility for voting through electronic voting system will also be made available at the AGM (Insta Poll). The members attending the AGM and who have not cast their vote (s) by remote e-voting will be able to vote at the AGM through Insta Poll.

The cutoff date, to ascertain the eligibility of members for remote e-voting and Insta poll at AGM, is September 22, 2025.

This is for your information and records please.

Thanking you,

Yours faithfully,

For **Nectar Lifesciences Limited**

(Sanjaymohan Singh Rawat)

Company Secretary & Compliance Officer

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: +91-01762-534001 Fax: +91-01762- 531833

NOTICE

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

NOTICE is hereby given that the 30th Annual General Meeting ("AGM") or "Meeting" of Nectar Lifesciences Limited ("Company") will be held on Monday, September 29, 2025, at 11.00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary** Resolution:

"**RESOLVED THAT** Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon, circulated to members be and are hereby received, considered and adopted."

FURTHER RESOLVED THAT Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the Report of Auditors thereon, circulated to members be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Sanjiv Goyal (DIN – 00002841), who retires by rotation and being eligible, offers himself for re-appointment 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Sanjiv Goyal (DIN – 00002841) who retires from the board at the ensuing Annual General Meeting in accordance with the provisions of the Articles of Association, and being eligible offers himself for being re-appointed, be and is hereby re-appointed as a director of the company whose period in office will be liable to end by rotation."

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditors under section 148 of the Companies Act, 2013 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to V. KUMAR & ASSOCIATES (Firm registration no. 100137), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, amounting to INR 2,00,000/- (Rupees Two Lacs only)

per annum plus tax(es) as applicable and re-imbusement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to reduce the above remuneration proportionately in case cost audit is to be conducted for any part of the year and/ or do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To consider and approve Appointment of Mr. Prince Chadha, proprietor of M/s. P. Chadha & Associates, Practicing Company Secretary as Secretarial Auditors and fix his remuneration, 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 Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), Mr. Prince Chadha, proprietor of M/s. P. Chadha & Associates, Practicing Company Secretary (Certificate of Practice no. 12409, Membership no. 32856 and Peer Review Certificate no. 1671/2022 valid upto January 31, 2027) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years commencing from the conclusion of 30th Annual General Meeting ("AGM") till the conclusion of 35th AGM of the Company to be held in the year 2030 (i.e., to conduct the secretarial audit for FY 2025-26 to FY 2029-30), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

FURTHER RESOLVED THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

5. To consider and approve the adoption of new set of Articles of Association of the Company, and in this regard, if thought fit, to pass the following resolution as a **Special** Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment or amendment thereof for the time being in force) and/ or other rules and regulations,

the circulars, notifications etc. issued thereunder, and such other approvals, as may be required from the relevant Governmental Authorities, the approval of the members of the Company be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid regulations as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

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

(**Sanjiv Goyal**)

Chairman & Managing Director

DIN: 00002841

Date: August 14, 2025

Place: Chandigarh

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), which sets out details relating to Special Business at the AGM, 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.
 2. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 read with other relevant circulars issued in this regard, the latest being General circular 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 07, 2023 and October 3, 2024, has permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue.

In view of the above, it has been decided to convene the AGM of the Company through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. As the AGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
 3. Members attending the AGM through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 4. The register of members and the share transfer books of the Company will remain closed from September 23, 2025, to September 29, 2025 (both days inclusive) in accordance with the provisions of the Act and the LODR Regulations, for the purpose of AGM.
 5. 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 Master Circular dated June 23, 2025 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. Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>.
- Also, as per SEBI Master Circular dated June 23, 2025, 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>.
6. Regulation 40 of LODR Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in dematerialized (“demat”) mode. Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the listed companies to issue securities in demat 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. In view of this, Members holding shares in physical form are requested to consider converting their holdings to demat mode.
 7. The documents pertaining to the items of business to be transacted at the AGM and the statutory registers required under the Act are available for inspection in electronic mode. The shareholders may write an email to cs@neclife.com by mentioning “Request for Inspection” in the subject of the email.
 8. Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund (“IEPF”) Authority (Accounting Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF.
- Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to Beneficiary (“Demat”) Account of the IEPF Authority maintained with National Securities Depository Limited

shareholders attending the AGM will have option to post their comments / queries through a dedicated Chat box that will be available below the meeting screen. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

12. Procedure for remote e-Voting and e-Voting at the AGM (Insta Poll):

I. E-voting Facility:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of LODR Regulations read with circular of SEBI on e-voting facility provided by listed entities, dated December 09, 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means (e-voting). Members may cast their vote(s) remotely, using an electronic voting system on the dates mentioned herein below (remote e-voting).

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 AGM. Further, the facility for voting through electronic voting system will also be made available at the Meeting (i.e. insta poll) and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through insta poll.

The Company has engaged the services of KFIN as the agency to provide the e-voting facility.

The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address is explained in the instructions given herein below.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	9:00 a.m. (IST) on September 26, 2025
End of remote e-voting:	5:00 p.m. (IST) on September 28, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and shall be forthwith disabled by KFIN upon expiry of the aforesaid period. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ it share in the paid-up equity share capital of the Company as on the cut-off date, i.e., September 22, 2025 (Cut-off date).

The Board of Directors of the Company has appointed Mr. Prince Chadha, Practicing Company Secretary (C.P. No. 12409) as Scrutinizer to scrutinize the remote e-voting and insta poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. He has also confirmed that in

case of any emergency and he could not attend AGM, he shall be represented by Mr. Arun Prajapati, Chartered Accountant or any other person who shall be a qualified Company Secretary duly authorized by him, and who shall act as Scrutinizer for e-voting and insta poll on resolutions to be passed at the forthcoming AGM of the Company.

II. Information and instructions relating to e-voting are as under:

- a. The members who have already cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote(s) again.
- b. A member can opt for only a single mode of voting per EVEN, i.e., through remote e-voting or insta poll. If member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting through insta poll shall be treated as "INVALID".
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Cut-off date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting at the Meeting through insta poll. Any person, who becomes member of the Company after dispatch of the Notice of the AGM and holding shares as on the Cut-off date, may obtain the User Id and password in the manner as mentioned hereinbelow. 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.
- d. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.





III. Remote e-voting:

- A. Information and instructions for remote e-voting for individual shareholders holding shares of the Company in demat mode:

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Dematerialised mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 & 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. 3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the 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	<ol style="list-style-type: none"> 1) For OTP based login you can click on https://eservices.nsd.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.

<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
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Individual Shareholders (holding securities in Dematerialised mode) login through their Depository Participants	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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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Dematerialised mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Dematerialised mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. Information and instructions for 'remote e-voting' by (i) Shareholders other than individuals holding shares of the Company in demat mode and (ii) All shareholders holding shares in physical mode:

- (a) In case a Member receives an e-mail from the Company / KFIN i.e. for Members whose e-mail address is registered with the Company / Depository Participant(s):
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (User ID and password provided in the e-mail). The e-voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFIN for e-voting, you can use the existing password for logging-in. If required, contact toll-free numbers 1800-309-4001 (from 9:00 a.m. (IST) to 5:00 p.m. (IST) 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 upon logging-in for the first time. 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, e-mail address 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 E-Voting Event Number (EVEN) for Nectar Lifesciences Limited 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 mentioned herein above. 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 vote will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. 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
- x. You may then cast your vote(s) 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(s), you will not be allowed to modify your vote(s).
- xii. Institutional/ Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of their respective Board Resolution/ Power of Attorney/ Authorization Letter, etc., authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address 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 "Corporate Name Even."
- (b) In case of a Member whose e-mail address is not registered/ updated with the Company/ KFIN/ Depository Participant(s), please follow the following steps to generate your login credentials:

- i. Members who have not registered/ updated their e-mail address, are requested to register the same (i) with the Depository Participant (s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/ updated their e-mail address with the Company, are requested to register/ update their e-mail address by submitting Form ISR-1 (available on the website of the KFIN at: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>) duly filled and signed along with requisite supporting documents to: “Kfin Technologies Limited” at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Telangana, India.
 - ii. After due verification, the Company/ KFIN will forward your login credentials to your registered e-mail address.
 - iii. Follow the instructions at III(B)(a) (i) to (xii) to cast your vote.
 - iv. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com>.
- C. Any Member who has forgotten the User ID and Password, may obtain/ generate/ retrieve the same from KFIN in the manner as mentioned below:
- i. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
 - ii. Member may call on KFIN’S toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 5:00p.m. (IST) on all working days).
 - iii. Member may send an e-mail request to einward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
 - iv. If the Member is already registered with KFIN’s e-voting platform, then he/ she/ it can use his/ her/ its existing password for logging-in.
- D. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of Kfin website for e-voting: <https://evoting.kfintech.com> or contact at the details mentioned below:

Mr. G. Vasantha Rao, Manager,
Kfin Technologies Limited

(Unit: Nectar Lifesciences Limited) Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India

Phone No. 040 – 67161526, Toll free No. 1800-309-4001 (from 9 a.m. (IST) to 6 p.m. (IST) on all working days)

e-mail: einward.ris@kfintech.com or evoting@kfintech.com

IV. E-voting at AGM (Insta Poll):

Facility to vote through an insta poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the insta poll is announced at the Meeting. An icon, “Vote”, will be available at the bottom left on the Meeting Screen.

Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote(s) using remote e-voting will be able to cast their vote (s) by clicking on this icon. insta Poll will be kept open for 15 minutes after end of the AGM.

V. E-voting Results:

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (insta poll) and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairperson or a person authorised by him in writing, who shall countersign the same. The result of e-voting will be declared within forty eight hours of the conclusion of the AGM and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company at www.neclife.com and on the website of Kfin at: <https://evoting.kfintech.com>. The results will also simultaneously be communicated to the Stock Exchanges.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Monday, September 29, 2025.

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 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 No. 2

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

Mr. Sanjiv Goyal (DIN – 00002841), Director will retire by rotation in the forthcoming AGM and being eligible, offer himself for reappointment. His term of office shall be liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Information about the appointees:

Particular	Mr. Sanjiv Goyal
a) Background Details including age, qualification, experience and brief resume:	Mr. Sanjiv Goyal, aged 65 years, is a commerce and law graduate. Mr. Sanjiv Goyal established Nectar Lifesciences Limited in 1995 and had been the Managing Director ever since. The Company became fully operational in April 1997. He has total experience of 37 years.
c) Recognition or awards:	He was conferred with prestigious global award of "Entrepreneur of the Year" for financial year 2013-14, instituted by Asia Pacific Entrepreneurship Awards (APEA), a global NGO from Malaysia.
d) Job profile and his suitability and Nature of expertise and specific functional area:	He has expertise in Overall Business Management and Corporate Management, Overall familiarity about Finance, Accounting, Manufacturing, Quality Management Systems, Sales, marketing and business development and Risk Management Awareness. He is engaged in supervision & conduct of finance, business of all the industrial units of Company, along with a team of senior management personnel, who assist him in carrying out his activities.
h) Date of first appointment on the Board	June 27, 1995
i) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any; and Shareholding including beneficial ownership.	Mr. Goyal is also Chairman & Managing Director and apart from receiving managerial remuneration, he holds 55845600 Equity Share in the Company representing 24.90% of total paid up share capital of the Company. He also holds 43622400 equity share as an ultimate beneficial owner as a Karta of Sanjiv (HUF) representing 19.45% of total paid up share capital of the Company. Apart from above he does not have any Pecuniary relationship directly or indirectly with the Company, or relationship with the any other director or the key managerial personnel.
j) Directorships in other Companies	His other directorships are as under: Nectar Organics Private Limited Further, he has not resigned from any of the listed entity in past 3 years.
k) Board Meetings	During the financial year 2024-25, 4 (Four) meetings of the Board of Directors had been held and three meetings were attended by him.
l) Committee memberships/ Chairmanships	He is a chairperson of Corporate Social Responsibility Committee, Risk Management Committee and Management Committee and a member of the Audit Committee and Stakeholders Relationship Committee of the Company. He does not hold Committee memberships/ Chairmanships in any other company.

Based on the rationale provided above, the Board recommends adoption of the resolution set out in Resolution No. 2 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Sanjiv Goyal, none of the Directors and/ or Key Managerial Personnel (KMPs) of the Company and/ or their relatives is concerned or interested, financial or otherwise, in the resolution.

Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the re-appointment of V. KUMAR & ASSOCIATES (Firm registration no. 100137), Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, on the remuneration of INR Two Lacs. The Board of Directors of the Company be also authorised to reduce the above remuneration proportionately in case cost audit is to be conducted for any part of the year. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

M/s. V. Kumar & Associates, Cost Accountants, have confirmed that they are eligible for appointment as Cost Auditors, are free from any disqualifications, are working independently and maintaining arm's length relationship with the Company.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 3 of the accompanying Notice for approval of Members.

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

Item No. 4

Pursuant to the provisions of Section 204 of the Act and Regulation 24A of the LODR Regulations, every listed company and other specified class of companies, are required to annex Secretarial Audit with its Board's report.

The LODR Regulation stipulates the eligibility criteria for appointment of the Secretarial Auditor that has to be peer reviewed Company Secretary in practice and is to be appointed for five consecutive years.

In view of the aforesaid, basis recommendation of the Audit Committee, the Board at its meeting held on August 14, 2025, recommended the appointment of Mr. Prince Chadha, proprietor of M/s. P. Chadha & Associates, Practicing Company Secretary (Certificate of Practice no. 12409, Membership no. 32856 and Peer Review Certificate no. 1671/2022 valid upto January 31, 2027) as Secretarial Auditors of the Company for a period of 5 consecutive

years commencing from the conclusion of 30th AGM till the conclusion of 35th AGM of the Company to be held in the year 2030 (i.e., to conduct the secretarial audit for FY 2025-26 to FY 2029-30). Mr. Prince Chadha is the existing Secretarial Auditor of the Company and is well versed with the secretarial and compliance records, the business and functioning of the Company.

Mr. Prince Chadha has vast experience in both the private and public sectors and has conducted secretarial audit of Venus Remedies Limited, Beckons Industries Limited, Best Foods Limited, Ajooni Biotech Limited etc.

Mr. Prince Chadha has given his consent to act as the Secretarial Auditor of the Company and have confirmed that he meets the eligibility criteria and that the said appointment, if made, will be in accordance with the conditions prescribed under the Act, LODR Regulations and guidelines issued by the ICSI.

The proposed remuneration to be paid to M/s. P. Chadha & Associates, for FY2025-26 is INR 1,00,000/- (Indian Rupees One Lac only) per annum (excluding applicable taxes and other out of pocket expenses). There are not any material changes in the fee payable to him from that paid for previous years. The Board of Directors shall have authority to revise the fee payable to him during his tenure. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 4 of the accompanying Notice for approval of Members.

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

Item No. 5

The members may please note that Isengard Direct PE LLC (formerly NSR Direct PE Mauritius, LLC) and its associates have sold/ disposed

all of their shares till December 11, 2024 and informed to the Company on December 12, 2024. Thereby, rights conferred to them in the Articles of Associations also stand rescinded and therefore, new set of Articles is proposed to be adopted.

The Board by way of Resolution passed in its meeting held on August 14, 2025 has approved the adoption of amended and restated Articles of Association of the Company, subject to the approval of the members of the Company. It is proposed to adopt the articles contained in the amended and restated Articles of Association in substitution of and to the entire exclusion of the articles contained in the existing Articles of Association of the Company. Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the members of the Company is required for adoption of amended and restated Articles of Association.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours. The notice, explanatory statement, altered Articles of Association and other related materials are also uploaded on the company's website for members' easy reference.

Based on the rationale and justification provided above, the Board recommends adoption of the resolution set out in Item No. 5 of the accompanying Notice as a Special Resolution.

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

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

(Sanjiv Goyal)
Chairman & Managing Director
DIN: 00002841

Date: August 14, 2025
Place: Chandigarh