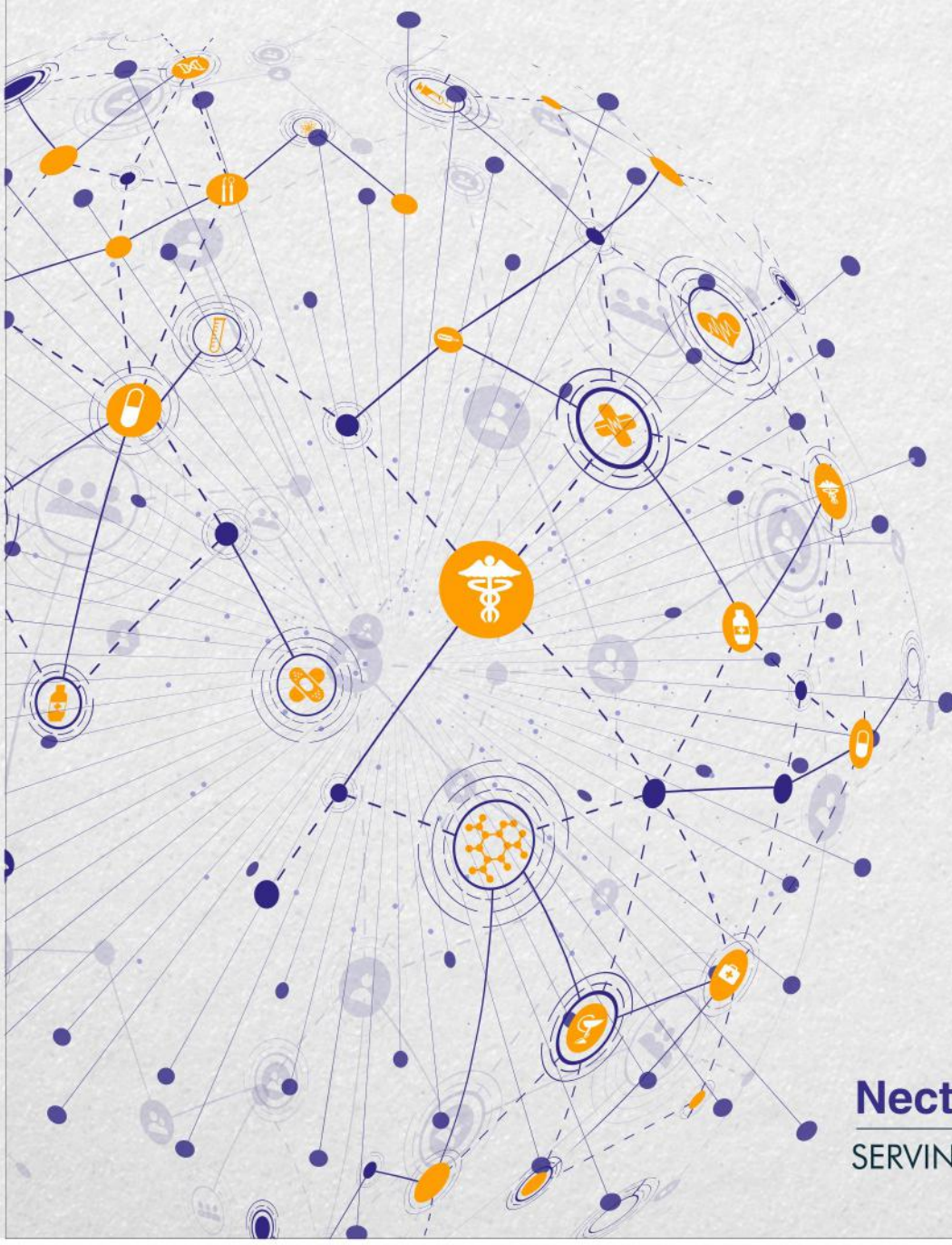


ANNUAL REPORT 2019-2020



Nectar Lifesciences Ltd.

SERVING HUMANITY, SAVING LIVES

Disclaimer

In this annual report, we have disclosed forward-looking information to help investors comprehend our prospects and take informed investment decisions. This report is based on certain forward-looking statements that we periodically make to anticipate results based on the managements's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, or estimated projected. We undertake no obligation to publicly update any forward-looking statements, whether as a results of new information, future events or otherwise.

Contents

| | |
|--------------------------------|----|
| Notice | 01 |
| Report on Corporate Governance | 17 |
| Profit & Loss Account | 48 |
| Notes | 52 |

| | |
|-------------------------------|----|
| Directors' Report | 08 |
| Auditors' Report | 43 |
| Cash Flow Statement | 49 |
| Consolidated Auditors' Report | 65 |

| | |
|------------------------------------|----|
| Management Discussion and Analysis | 12 |
| Balance Sheet | 47 |
| Accounting Policies | 50 |
| Statement of Subsidiary Companies | 87 |

NOTICE 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: +91-01762-308000, Fax: +91-01762- 308135

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

NOTICE is hereby given that the 25th Annual General Meeting of Nectar Lifesciences Limited will be held on Monday, September 21, 2020 at 11.00 A.M. through Video Conferencing ("VC") / Other Audio-Visual means ("OAVM") and venue of the meeting is deemed to be at the registered office and works of the company at Village Saidpura, Tehsil Derabassi, Distt. S.A.S. Nagar (Mohali) Punjab, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon and Consolidated Financial Statements of the Company for the year ended March 31, 2020 and the Report of Auditors thereon.
2. To declare Final Dividend @5% i.e. Re. 0.05/- per equity share for the financial year ended on March 31, 2020.
3. To appoint a Director in place of Mr. Sanjiv Goyal (DIN – 00002841), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to V. KUMAR & ASSOCIATES (Firm registration no. 100137), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, amounting to Rs. 2,00,000/- (Rupees Two Lacs only) as also the payment of tax(es) as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as, "the Act") and pursuant to the provisions of Memorandum and

Articles of Association and subject to the approval of Central Government, if necessary, the consent of the members be and is hereby accorded to the re-appointment of Dr. Dinesh Dua (DIN - 02436706) as a Wholtime Director, designated as Executive Director of the company for a period of One Year w.e.f. October 14, 2020 on the terms and conditions including remuneration as are set out herein below:

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

FURTHER RESOLVED THAT pursuant to authority granted by members, the re-designation of Dr. Dinesh Dua, Wholtime Director from Chief Executive Officer & Director to Executive Director and revision in his remuneration as set out above by Board of Directors with effect from June 1, 2020 be and is hereby noted, approved and ratified.

FURTHER RESOLVED THAT Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not to exceed the limits specified in Schedule V to the Companies Act, 2013."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV to the Companies Act, 2013 ('Act') and any other applicable provisions of the Act and the Rules made thereunder and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), including any statutory amendment(s) or re-enactment(s) thereof, Ms. Guljit Sethi (DIN - 00669460), who was appointed as an Independent Director of the Company by the Members and whose first term of office expires on December 28, 2020 and who has submitted a declaration that she meets the criteria for independent as provided in Section 149 of the Act and LODR Regulations, and in respect of whom the Company has received a notice in

writing from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five years i.e. upto December 28, 2025, and shall not be liable to retire by rotation."

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

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

Date : 11-08-2020
Place : Chandigarh

(Dinesh Dua)
Executive Director
DIN: 02436706

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 meeting, is annexed hereto. Details under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'LODR Regulations') and under Secretarial Standard -2 issued by Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting (AGM), also contained in Explanatory Statement pursuant to Section 102 of the Act. The Directors have furnished the requisite declarations for their appointment/re-appointment.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ('MCA') followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, AGM is being convened through VC/OAVM in compliance with applicable provisions of the Act, LODR Regulations read with above referred MCA Circulars and Members can attend and participate in the ensuing AGM through VC/OAVM. The members may please refer to **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM**.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Annual Report containing Notice calling the AGM has been uploaded on the website of the Company at www.neclife.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. Also pursuant to MCA Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the company / Depositories.
7. Corporate Members intending to send their authorized representatives to attend the Meeting through VC, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
8. The register of members and the share transfer books of the company will remain closed from September 15, 2020 to September 21, 2020 (Both days inclusive) in accordance with the provisions of the Act and the LODR Regulations, for the purpose of AGM and determining names of the shareholders eligible for dividend on equity shares, if declared. The dividend, if declared at the AGM, will be paid to:
 - (i) For equity shares held in physical form - those shareholders whose names will appear in the Register of Members on the close of the day on September 14, 2020.
 - (ii) For equity shares held in dematerialised form - those beneficiaries, whose names are furnished by the NSDL and Central Depository Services (India) Limited (CDSL) as beneficial owner on close of day on September 14, 2020.
9. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to KFin Technologies Private Limited, Registrar & Share Transfer Agent ('RTA') of the company quoting their Folio number/ DPID-Client ID.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their Depository Participants ('DPs') in case the shares are held by them in electronic form and to the company's RTA, in case the shares are held by them in physical quoting their Folio Number.
11. In case of joint holders, attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
12. Reserve Bank of India has introduced Electronic Clearing Service (NECS) for facilitating crediting of dividend directly to the shareholder's bank account. Members holding shares in

dematerialised form are requested to notify / update their ECS details to / with their respective DPs. However, the Members holding shares in physical form may notify the same to the Registrar and Share Transfer Agent of the Company.

13. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April 2020 and the company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the company / RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com by 11:59 p.m. IST on September 07 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on September 07, 2020.

Notwithstanding the above, tax would not be deducted on payment of dividend to resident individual shareholder, if total dividend to be paid in FY 2020-21 does not exceed Rs. 5,000.

No claim shall lie against the Company for such taxes deducted.

Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

14. 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.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the details of unpaid/unclaimed dividends lying with the Company as on the last AGM of the Company is available on the website of the Company.
17. Members are informed that the dividend amount for the year ended 2012-13 remaining unclaimed shall become due for transfer on November 5, 2020 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of the Companies Act, 2013. Members are requested to note that no claim shall lie against the Company in respect of any amount of dividends remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment. The Company has already sent reminders to those members having shares in respect of which dividend remains unpaid or unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account, are required to be transferred

to the IEPF Suspense Account. Details of such shareholders are also uploaded as per the requirements, on the Company's website www.neclife.com.

Members, who have not encashed their dividend, are advised to write to the Company or RTA immediately claiming dividends declared by the Company. Any member, who has not claimed dividend in respect of the financial year ended 2012-13 onwards, is requested to approach the Company/the Registrar and Share Transfer Agents of the Company in this respect.

The Company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more i.e upto 2011-12) to designated Demat Account of the IEPF maintained with NSDL. Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed form.

18. Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of LODR Regulations, 2015 vide Notification dated June 8, 2018 and in terms of said notification except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository.
19. Members of the Company had approved the appointment of M/s. Ashwani K. Gupta & Associates, Chartered Accountants, as the Statutory Auditors at the 22nd AGM of the Company which is valid till 27th AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
20. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of LODR Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
21. The Members, whose names appear in the Register of Members / list of Beneficial Owners on the close of the day on **Monday, September 14, 2020 (cut-off date)**, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date.
22. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM.
23. Any person, who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date, may obtain the User Id and password in the manner as mentioned in remote e-voting instructions. The persons, who have received this notice and e-voting details,

ceased to be a Member as on the cut-off date should treat this and e-voting details Notice for information purposes only.

24. The Company has appointed Mr. Prince Chadha, Practising Company Secretary (C.P. No. 12409), as Scrutinizer to scrutinize the votes cast at meeting and votes cast through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose. He has also confirmed that in case of any emergency and he could not attend AGM, he shall be represented by CA Gaganpreet Garg, Chartered Accountant, who shall act as Scrutinizer for e-voting and polling on resolutions to be passed at the forthcoming AGM of the Company.
25. After the conclusion of voting at the general meeting, the scrutiniser shall, immediately first count the votes cast at the meeting through e-voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses (who shall not be in the employment of the company). Thereafter, Scrutinizer shall give a consolidated report, specifying the total votes cast in favour or against, if any, within forty eight hours of conclusion of the meeting, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared shall be available on the website of the Company (www.neclife.com) and on the website of the NSDL i.e. www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 18, 2020 at 09:00 A.M. and ends on September 20, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at

<https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 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 "Shareholders" section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your

log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- v. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN” of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to prince.chadha88@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in or pallavid@nsdl.co.in or telephone at +91 22-24994545, 59.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate

(front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com or cs@neclife.com.

- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to einward.ris@kfintech.com or cs@neclife.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company’s email address cs@neclife.com at least 48

hours in advance before the start of the meeting i.e. by 10.00 A.M. September 19, 2020. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

- vi. Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -2 ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Item No. 3

Mr. Sanjiv Goyal, aged 60 years, is 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 was conferred with prestigious global award of "Entrepreneur of the Year" for financial year 2013-14, instituted by Asia Pacific Entrepreneurship Awards (APEA), a global NGO from Malaysia. He has expertise in Overall Business Management and Corporate Management.

His Directorships were as under:

- a) Nectar Organics Private Limited

His committee membership and the details of number of Board and committee meetings attended by him are given in Corporate Governance Report. His term of office shall be liable to retire by rotation.

He holds 55845600 Equity Share in the Company representing 24.90% of total paid up shares capital of the company.

The details of remuneration drawn have been provided in the Corporate Governance Report and Extract of Annual Return as per Form MGT-9, forming part of the Annual Report. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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

The Board commends the resolution for approval.

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of V. KUMAR & ASSOCIATES (Firm

registration no. 100137), Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 on the remuneration of Rs. 2 lacs. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021. The Board recommends the Ordinary Resolution set out at Item no. 4 of the Notice for the approval of the Members.

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

Item No. 5

The Board of Directors vide resolution dated August 14, 2019 have re-appointed Dr. Dinesh Dua as a Director as well as Wholtime Director designated as Chief Executive Officer for a period of one year from October 14, 2019.

The designation of Dr. Dinesh Dua has been changed from Chief Executive Officer & Director ('CEO') to Executive Director ('ED') with effect from June 1, 2020.

This change from CEO to ED was for internal administrative purposes only. Consequently, there was not any change in his statutory designation of Wholtime Director, which is be continuing as it is.

Therefore, based on the recommendations of Nomination and Remuneration Committee, the Board has revised his remuneration as under, to align with his changed role, power and responsibilities:

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

His tenure, as a Wholtime Director, will expire on October 13, 2020. Therefore, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on July 29, 2020, have decided to re-appoint Dr. Dinesh Dua as Wholtime Director designated as Executive Director of the Company for a period of One year with effect from October 14, 2020 on the terms and conditions as set out in the proposed resolution and remuneration as set out above.

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

Dr. Dinesh Dua aged 65 years is MBA from IIM, Ahmedabad from 1979 batch. He has the experience of 40 years plus in varied industries like Sanofi Aventis, Hitech Labs and Berger Paints in middle to senior management positions. He works as Senior & Top Management positions in Reliance Industries, Jubilant Organosys Ltd., Zydus Cadila Healthcare Ltd. & Wochardt Ltd, and was CEO of Nectar Lifesciences Limited from 2007 to 2012. His last penultimate position was with a US Pharma MNC Akorn India P. Ltd. as Managing Director for 14 Months. He rejoined the Nectar Lifesciences Limited as a CEO & WTD from October 14, 2013.

He has expertise in Overall Business Management and Corporate Management. He does not hold any equity share in the Company. His Directorships are as under:

| Sr. No. | Name of the Company |
|---------|---|
| 1. | Pharmaceuticals Export Promotion Council of India |
| 2. | Nectar Lifesciences UK Limited |
| 3. | Neclife Pt, Unipessoal LDA, Portugal |

He does not hold committee membership in any other company. The details of number of Board and committee meetings attended by him are given in Corporate Governance Report. The details of remuneration drawn have been provided in the Corporate Governance Report forming part of the Annual Report.

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

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

Item No. 6

The first term of Ms. Guljit Sethi (DIN – 00669460), Independent Director will expire on December 28, 2020. Based on recommendation of Nomination and Remuneration Committee, the Board of Directors has proposed to re-appoint her as an Independent Director for 2nd term for a period of 5 years.

Ms. Guljit Sethi, aged 65 years, is an Economics (Hons.) graduate from Lady Shri Ram College Delhi University, full time MBA from Jamnalal Bajaj Institute, Mumbai University, Post Graduate diploma in international marketing from IIFT Delhi, and a PhD. fellowship from University of Pune.

She has a career spanning 37 years in international business, strategic alliances including joint ventures and domestic marketing of pharmaceuticals, polymers with leading corporates. From 2005 she

has founded Bioinnovat a Pharmaceutical Resource Organisation deeply engaged in contract research and drug development solutions working for 7 global pharma amongst the top twenty including clinical trials which have matured into 9 globally approved market authorisations.

She is promoter and Managing Director of Bioinnovat Research Services Private Limited and holds the Directorship in Accelsiors Cro and Consultancy Services (India) Private Limited and Symphonytech Biologics Private Limited.

She does not hold any equity share in the Company. She also does not hold committee membership in any other company. The details of number of Board and committee meetings attended by her are given in Corporate Governance Report. The details of sitting fee drawn have been provided in the Corporate Governance Report forming part of the Annual Report. She will be eligible for payment of sitting fee, as payable to other non-executive directors of the Company.

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company as required in terms of Regulation 46 of the LODR Regulations and available for inspection by the members at the registered office of the Company during business hours.

The company has received a declaration from her that she meets the criteria of Independence as per Section 149 of the Companies Act, 2013 and LODR Regulations. In the opinion of the Board, Ms. Guljit Sethi fulfils the conditions specified in the Companies Act, 2013, the Rules thereunder and the LODR Regulations 2015 for continuing as an Independent Director and that she is independent of the management of the Company. She is not disqualified from being a Director in terms of Section 164 of the Act.

Ms. Sethi is on the Board of the Company in the Non-Executive Independent category since 2015 and has been contributing immensely to the Board deliberations and the Company is benefitted out of her vast experience in various fields of Management.

Pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act and LODR Regulations, approval of the members by way of a special resolution is required for reappointment of Independent Director for the second term. The Board recommends the special resolution for re-appointing her for the second term for a period upto December 28, 2025.

Except Ms. Guljit Sethi, none of the Directors and Key Managerial Personnel (KMPs) of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution. She does not have any relation with any other directors or KMPs.

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

Date : 11-08-2020
Place : Chandigarh

(Dinesh Dua)
Executive Director
DIN: 02436706

BOARD OF DIRECTORS' REPORT OF NECTAR LIFESCIENCES LIMITED

Dear members,

Your Directors have pleasure in presenting the 25th Annual Report together with the audited Financial Statements of Nectar Lifesciences Limited ('NLL' or 'Neclife' or 'Nectar' or 'the Company') for the financial year ended March 31, 2020.

Financial results

INR in Millions

| | 31-Mar-20 | 31-Mar-19 |
|---|-----------|-----------|
| Gross Sales (Including GST) | 26392.81 | 31149.23 |
| Other Income | 43.62 | 60.40 |
| Profit before interest and depreciation | 2223.32 | 2699.43 |
| Interest | 1258.23 | 1481.34 |
| Depreciation & Amortization | 607.66 | 632.57 |
| Profit before tax | 357.43 | 585.52 |
| Tax expenses | 56.82 | 112.20 |
| Profit after tax | 300.61 | 473.32 |
| Other Comprehensive income (Net of Taxes) | 12.62 | 0.26 |
| Profit after tax available for Appropriations | 313.22 | 473.58 |

The company's revenue during Financial Year ('FY') 2019-20 stood at INR 2,639/- Crores against 3115/- Crores in the previous year recording a decline of 15%. This decline is purely on account of Menthol division due to adverse Market Conditions and impact of Covid19. Pharma business has had a growth of 3% approximately in spite of Covid19 challenges and impact in Q3 & Q4.

Finance cost decreased by 15% in this financial year to Rs 126 Crores. The Profit after Tax has decreased by 37% as compared to last year due to high input costs and adverse effect of Covid19 pandemic.

The financial results of the company for the quarter ended on June 30, 2020 will be made available on the website of the company (URL: www.neclife.com).

Indian Accounting Standards (IndAS) and Secretarial Standards

The company has adopted Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued there under and accordingly, standalone and consolidated audited financial statements have been prepared in accordance with the recognition and measurement principles laid down in Ind AS and the other accounting principles generally accepted in India.

The Company is in Compliance of Secretarial Standards as issued by Institute of Company Secretaries of India.

Management Discussion and Analysis Report

The details of the Company's various operations and state of affairs and nature of business are discussed under **Management Discussion and Analysis Report**. The Management Discussion and Analysis of financial condition and result of operations of the Company for the year under review as required under Securities & Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), is given as Annexure 1 and forms and part of this report. Any disclosure not given in this report and its annexures but disclosed in Annexure 1, shall be deemed to be reported in this report and vice versa.

Corporate Governance

The Company aimed to conduct its affairs in an ethical manner. A separate Report on Corporate Governance is given as Annexure 2 and

forms and part of this report. A certificate from the Company's Auditors regarding the Compliance of Conditions of Corporate Governance as stipulated under LODR Regulations is given in Annexure 3. Any disclosure not given in this report and its annexures but disclosed in Annexure 2, shall be deemed to be reported in this report *and vice versa*.

Business Responsibility ('BR') Statement

It is first time the BR report is applicable to company as SEBI expands the ambit of BR to top 1000 listed entities based on market capitalization by notification dated December 26, 2019. The BR Report as required under LODR Regulations, is given as Annexure 10.

Share capital

The paid up equity share capital as on March 31, 2020 was INR 224.26 Millions. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the financial year. The Company has not issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

Global Depository Receipts (GDRs)

The Company has 46,000,000 equity shares of INR 1/- each underlying 46,000,000 Global Depository Receipts (GDRs). The GDRs are listed on:

Luxembourg Stock Exchange/ LuxSE
Société de la Bourse de Luxembourg S.A.
B.P. 165, L-2011 Luxembourg
Siège social, 11, av de la Porte-Neuve,
Telephone: (352) 47 79 36 – 1, Fax: (352) 47 32 98

Subsidiary companies

The company has wholly owned subsidiaries (WOS) namely Nectar Lifesciences UK Limited, incorporated in United Kingdom, NECLIFE PT, UNIPESSOAL LDA, incorporated in Portugal and Nectar Lifesciences US, LLC, incorporated in United States. There are negligible investments in Nectar Lifesciences UK Limited and NECLIFE PT, UNIPESSOAL LDA and no business activity has been carried out in them in financial year 2019-20 and till date in financial year 2020-21. Therefore, nothing is to report on the performance and financial position of Nectar Lifesciences UK Limited and NECLIFE PT, UNIPESSOAL LDA.

Due to uncertainty of Brexit, the company left with no choice but to shift its European Union (EU) incorporation & market authorization (MA) from United Kingdom (UK) to EU. Therefore, the company has incorporated a WOS namely NECLIFE PT, UNIPESSOAL LDA in Portugal on July 11, 2019 to takeover MA from Nectar Lifesciences UK Limited, which will eventually be dissolved. However, this shift will not have any impact on the business of the company.

However, the Nectar Lifesciences US, LLC doing the business operations of trading of pharmaceutical products. The company gained the profit of US\$ 69470.98 during the year under review as compared to profit of US\$ 86187.60 during last year.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (hereinafter referred as 'Act'), a statement containing salient features of financial statements of subsidiaries, associates and joint venture companies in Form AOC-1 is attached to the Financial Statements. The separate financial statements in respect of each of the subsidiary companies shall be kept open for inspection at the Registered Office of the Company during working hours for a period of 21 days before the date of the Annual General Meeting (AGM). Your