



# **ANNUAL REPORT**

## **2022-2023**



**Nectar Lifesciences Ltd.**

SERVING HUMANITY, SAVING LIVES

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## 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' 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.

## 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: +91-01762-532001 Fax: +91-01762- 531833

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

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting ("AGM") of Nectar Lifesciences Limited ("Company") will be held at the registered office and works of the company at Village Saidpura, Tehsil Derabassi, Distt. S.A.S. Nagar (Mohali) Punjab - 140507 on Thursday, September 21, 2023, at 11.00 A.M. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2023 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, 2023 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, 2023, 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, 2023 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, 2024, amounting to INR 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."

4. To consider and approve the Contribution/ Donation to Bonafide Charitable Funds and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary** Resolution:

"**RESOLVED THAT** pursuant to Section 181 of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company be and is hereby authorized to subscribe or contribute or donate or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, sports, exhibition, national, public or any other institutions, objects or purposes or other funds not directly relating to the business of the Company or the welfare of its employees, from time to time in any financial year to the extent of Rupees Two Crore only, notwithstanding that such contributions of the Company, in any financial year, may exceed 5% of the average net profits of the Company for the three immediately preceding financial years."

**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 approve the re-appointment of Dr. Rupinder Tewari as an Independent Director for the second term of consecutive five years and in this regard, to consider and if thought fit, to pass the following resolution as a **Special** Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 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 and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), including any statutory amendment(s) or re-enactment(s) thereof, Dr. Rupinder Tewari (DIN 07009485), who was appointed as an Independent Director of the Company by the Members and whose first term of office expires on February 11, 2024 and who has submitted a declaration that he meets the criteria for independent as provided in Section 149(6) of the Act and LODR Regulations, 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 February 10, 2029, 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 acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

6. To consider and approve the revision in remuneration of Mr. Puneet Sud, Whole Time Director for rest of his tenure and in this regard, to consider and if thought fit, to pass the following resolution as a **Special** Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and read with Schedule V and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there-under and Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Memorandum & Articles of Association and subject to the approval of Central Government, if necessary, the consent of the members be and is hereby accorded to the change in remuneration of Mr. Puneet Sud (DIN – 09735713) as a Whole time Director, designated as Director (Operations) of the company with effect from April 01, 2023 till the remaining tenure of his present term i.e. up to September 23, 2024, including to pay remuneration in case of inadequate profits or no profits in any financial year, as are set out herein below:

- a. **Salary:** INR 541,154/- (Rupees Five Lacs Forty-One Thousand One Hundred and Fifty Four Only) per month and be broken into various components as per HR policy of the company.
- b. He is also entitled to a bonus equivalent to his one-month salary in a financial year, proportionately to his tenure in a year.
- c. He shall be entitled to perquisites, superannuation benefits as applicable to other employees of his grade as per HR policy of the company.
- d. **Other Perquisites:** He will be reimbursed from time-to-time communication, travel & other such expenses on an actual basis for discharging his official duties for the Company.
- e. He shall not be entitled to Sitting fee for the Board/ Committee meetings attended by him.

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

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

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

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

(Neha Vaishnav)  
Company Secretary  
ACS:67387

Date: 26-05-2023  
Place: Chandigarh

#### IMPORTANT NOTES:

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

carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details relating to Special Business at the AGM, is annexed hereto. Disclosures under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and under Secretarial Standard -2 issued by Institute of Company Secretaries of India ("ICSI") are also contained in Explanatory Statement pursuant to Section 102 of the Act. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. The register of members and the share transfer books of the company will remain closed from September 15, 2023, to September 21, 2023 (both days inclusive) in accordance with the provisions of the Act and the LODR Regulations, for the purpose of AGM.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/ Registrar and Share Transfer Agent ("RTA") of the Company KFin Technologies Limited ("KFIN") in prescribed Form ISR-1 and other forms pursuant to SEBI Circular dated March 16, 2023 which are available on the RTA website: [https://is.kfintech.com/client-services/sc/default.aspx#sc\\_download\\_hrd](https://is.kfintech.com/client-services/sc/default.aspx#sc_download_hrd) 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.
5. Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of LODR Regulations vide Notification dated June 8, 2018 and January 24, 2022 and in terms of said notifications, the requests for effecting transfer and/ or transmission and/ or transposition of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
6. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the RTA's and Company's websites. It may be noted that any service request can be processed only after the folio is KYC Compliant.



7. Electronic copy of the Annual Report for FY 2022-23 is being sent to all the members whose email IDs are registered with the Company/DPs for communication purposes. For members who have not registered their email address, physical copies of the Annual Report for FY 2022-23 are being sent in the permitted mode.
8. Members may also note that the Notice of the 28<sup>th</sup> AGM and the Annual Report for FY 2022-23 will also be available on the Company's website [www.neclife.com](http://www.neclife.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the AGM. Corporate members intending to send their authorised representatives to attend and vote at the AGM pursuant to Section 113 of the Act are requested to send, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
10. Members desirous of having any information as regards accounts are requested to write to the company at least Seven days in advance so as to enable the Management to keep the information ready.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Corporate Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. The details of above offices are given in this Annual Report.
12. Pursuant to the provisions of Section 124 and 125 of the Act, 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.
13. Members are informed that the dividend amount for the year ended 2015-16 remaining unclaimed or unpaid shall become due for transfer on November 1, 2023 to the Investor Education and Protection Fund ("IEPF") established by the Central Government in terms of the Act. Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment.

The Company will send 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 designated Beneficiary ("Demat") Account of the IEPF maintained with National Securities Depository Limited ("NSDL"). Details of such shareholders are also uploaded as per the requirements, on the Company's website [www.neclife.com](http://www.neclife.com).

Members, who have not encashed their dividend, are advised to write to the Company or KFIN immediately claiming dividends declared by the Company. Any member, who has not claimed dividend in respect of the financial year ended 2015-16 onwards, is requested to approach the Company/ KFIN in this respect.

The Company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more in respect Dividend upto 2014-15) to designated Demat Account of the IEPF maintained with NSDL. Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares

from the IEPF Authority, by submitting an application in the prescribed form.

14. Pursuant to Section 108 of Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and LODR Regulations, the Company is pleased to provide members' facility to exercise their right to vote at the 28<sup>th</sup> AGM by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by KFIN. The Members, whose names appear in the Register of Members / list of Beneficial Owners on the close of the day on Thursday, September 14, 2023 (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 AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date.

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

Commencement of remote e-voting: FROM 9.00 a.m. on Monday, September 18, 2023

End of remote e-voting: TO 5.00 p.m. on Wednesday, September 20, 2023.

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

In terms of provisions of Section 107 of the Act, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot/ polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the AGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the AGM.

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

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in dematerialised mode are allowed to vote through their Demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in dematerialised mode Central Depository Services (India) Limited ("CDSL")/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Dematerialised mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are <a href="https://web.cdslindia.com/myeasinew/Home/Login">https://web.cdslindia.com/myeasinew/Home/Login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Beneficiary (Demat) Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded 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.</li> </ol>
Individual Shareholders holding securities in Dematerialised mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Pass word. After successful</li> </ol>

	<p>authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Beneficiary (Demat) account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in Dematerialised mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your Beneficiary (Demat) account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in dematerialised mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Dematerialised mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022- 23058542-43.
Individual Shareholders holding securities in Dematerialised mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act") AND INFORMATION PURSUANT TO REGULATION 36(3) OF THE 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. The Board recommends his reappointment as proposed in Item No. 2. 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.

Mr. Sanjiv Goyal, aged 63 years, is commerce and law graduate and have an experience of more than 35 years in various industries specially in pharmaceuticals. Mr. Goyal established Nectar Lifesciences Limited in 1995 and had been its CMD ever since i.e. June 27, 1995. 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.

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

Apart from receiving managerial remuneration, Mr. Sanjiv Goyal holds 55845600 equity shares in the Company representing 24.90% of total paid up share capital of the company. He also holds 43622400 equity shares as an ultimate beneficial owner as a Karta of Sanjiv (HUF) representing 19.45% of total paid up share capital of the company.

He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business of all the industrial units of Company, along with a team of senior management personnel, who assist him in carrying out his activities. He has expertise in Overall Business Management and Corporate Management.

He is holding directorship in the Nectar Organics Private Limited. He is not holding directorship in any other listed entity. Further, he has not resigned from any of the listed entity in past 3 years.

Mr. Sanjiv Goyal is the Chairman of CSR Committee, Risk Management Committee and Management Committee and a Member of Stakeholders' Relationship Committee and Audit Committee of the Company. He does not hold Committee memberships/ Chairmanships in any other company.

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 Item No. 2. He does not have any relation with any other directors or KMPs.

**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, 2024 on the remuneration of INR 2 Lacs. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024. The Board recommends the Ordinary Resolution set out at Item no. 3 of the Notice for the approval of the Members.

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

**Item No. 4**

The members may please note that there was a drastic change in the laws governing CSR expenditures in recent past including that all trusts/ societies etc. which are incurring CSR expenditure have to be exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under sections 12A and 80G of Income Tax Act, 1961 and to obtain CSR registration from Ministry of Corporate Affairs. Some of the trusts/ societies, which are incurring CSR expenditure on behalf of the Company, were not able to get the requisite registrations/ exemptions. However, the Company is proposing to donate some amounts to that trusts/ societies etc. so that they could continue their welfare activities without any interruption in the interest of the society.

Pursuant to Section 181 of the Act, prior permission of the shareholders is required in the event that the Company contribute/ donate to any bona fide charitable and other funds in case any such amount, the aggregate of which, in any financial year exceed five per cent of its average net profits for the three immediately preceding financial years.

Accordingly, it is proposed to obtain the members' approval to contribute/ donate to bona fide charitable and other funds not exceeding Rupees Two Crore in any financial year notwithstanding such contribution, in any financial year, exceeds five per cent of the Company's average net profits for the three immediately preceding financial years.

The Board recommends the Ordinary Resolution set out at Item no. 4 of the Notice for the approval of the Members.

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

#### **Item No. 5**

Dr. Rupinder Tewari (DIN 07009485), has been appointed as an Independent Director of the Company on February 11, 2019 for a term of five years. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed to re-appoint him as Independent Director for second term for a period of 5 years. 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 a second term. The Board recommends the special resolution for re-appointing him for a second term for a period upto February 10, 2029.

Dr. Rupinder Tewari, aged 67 years, is a Professor and Coordinator in centre of Microbial Biotechnology, Panjab University ("PU"), Chandigarh. A qualified B.Sc. (Hons. School), M.Sc. (Hons. School), Ph.D. (Microbiology), Panjab University, Chandigarh (PU), Ph.D. (Microbiology) University of London, London, U.K. and Post-Doctoral Fellow, Oakland University, Rochester, MI, USA (1986-87), Washington University, St. Louis, MO, USA (1987-90). He enjoys the experience of more than 41 years. Total research publications are 100, he has written 5 books on Microbiology and Biotechnology. He has also filed a patent (Rapid detection of typhoid).

He was senate member of PU from 2008 to 2016 and Dean (Faculty of Science) from 2012 to 2014. He is Founder & Chief-Coordinator, 'DST-Centre for Policy Research', PU, Chandigarh. (2014-till date). He was also a Founder & Chief-Coordinator, BIRAC (Govt) sponsored 'Centre for Innovation Cluster in Biotechnology (CIC-B)' in PU, Chandigarh. (2014-16). He also designed "Biotechnology Policy-2004" for U.T. (Chandigarh). He has expertise in Microbiology and Biotechnology.

He does not hold any equity share in the Company. He also does not hold any directorship or committee membership/ chairpersonship in any other company. He has not resigned from the post of director of a listed entity in last three years.

The details of number of Board and committee meetings attended by him 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. He will be eligible for payment of sitting fee, as payable to other non-executive directors of the Company. He is the Chairperson of Audit Committee and NRC of the Company and member of Risk Management Committee of the Company.

He has certified that he is not disqualified to become a Director under the Act and not debarred from holding the office of Director by virtue

of any SEBI Order or any other such authority. He is not disqualified from being a Director in terms of Section 164 of the Act.

He has provided the declaration to the effect that he met the criteria of independence as provided under section 149(6) of the Act and LODR Regulations and he is not aware of any circumstance or situation, which existed or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also submitted a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

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 NRC has evaluated the performance of Dr. Tewari and was satisfied his performance as an Independent Director. Dr. Rupinder Tewari fulfils the requirement of his role of Skills/expertise/ competence as an Independent Director as specified below:

1. Knowledge of domain of Pharmaceuticals, Science & Research
2. Overall familiarity about Finance, Accounting, Manufacturing, Quality Management Systems, Sales, marketing and business development
3. Risk Management Awareness

Dr. Tewari is on the Board of the Company in the Non-Executive Independent category since 2019 and has been contributing immensely to the Board and Committee deliberations and the Company is benefitted out of his vast experience in various fields of Microbial Biotechnology and Management. In the opinion of the Board, Dr. Tewari fulfils the conditions specified in the Act, the Rules thereunder and the LODR Regulations for re-appointment as an Independent Director and that he is independent of the management of the Company.

The Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval by the Members.

Except Dr. Rupinder Tewari, 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.

#### **Item No. 6**

The members may please note that consequent performance appraisal and as a part of annual increment in remuneration of all employees, and based on profile, experience and expertise, the Nomination & Remuneration Committee ("NRC") reviewed and recommended to the Board of Directors the change in remuneration of Mr. Puneet Sud (DIN-09735713), Wholetime Director designated as Director (Operations).

Based on the recommendation of NRC, and pursuant of provisions of Sections 196, 197 and 203 read with Schedule V of the Act and LODR Regulations, the Board of Directors vide resolution dated May 26, 2023 have approved to change in remuneration of Mr. Puneet Sud Director (Operations) of the Company as specified in the Item no. 6 of this Notice of AGM.

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



In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, the Board recommends the Special Resolution of Item no. 6 of the accompanying Notice of AGM for the approval of the Members.

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

#### Annexure 'A' as referred in Item Nos. 6

The Members may please note the company has incurred losses during the Financial Year ("FY") 2022-23 due to supply chain disruptions and it is not sure that the company would not incur losses in the future as well. Therefore, it is proposed that in the event of no profit, or the profits of the company are inadequate, during the tenure of Director (Operations), the company may pay remuneration to him exceeding the limit under the Schedule V of the Act in compliance of Schedule V of the Act including any statutory modifications or re-enactment thereof. Therefore, it is proposed to pay remuneration to Mr. Puneet Sud, as proposed in Item No. 6 and seek the approval of members by way of special resolution pursuant to the provisions of Sections 197, Schedule V as applicable and other applicable provisions, if any, of the Act.

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

The Particulars of the information, pursuant to the provisions of Section II, Part II, of Schedule V of the Act, LODR Regulations and SS-2 are as under:

##### 1. General information:

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

##### 2. Information about the appointee:

Particular	Details
<b>a) Background Details:</b>	<p>Mr. Puneet Sud (DIN- 09735713), aged 57 years, has completed his Bachelors in Technology in Chemical Engineering from Indian Institute of Technology- BHU, Varanasi.</p> <p>He's a techno-commercial expert in Manufacturing &amp; Operations of Regulated API's &amp; intermediates, Product Development, CRAMS and Contract Manufacturing in the Pharmaceutical and Life Sciences domain and demonstrated success in leading change and driving Continuous Improvement, Statutory Compliances, and business growth objectives with P&amp;L accountability.</p> <p>Mr. Sud had joined the Company on October 05, 2021 and was designated as a Senior Vice President (Operations) at Unit II, Derabassi and elevated to the position of Director (Operations) w.e.f. September 24, 2023.</p>
<b>b) Past Remuneration:</b>	Mr. Sud was drawing the remuneration of INR 5,15,385/ per month with a bonus equivalent to his one month salary in a year.
<b>c) Recognition or awards:</b>	He was recognized and awarded by Piramal Enterprises Limited for site turnaround. Further, he was elevated from the position of Senior Vice President (Operations) as a Director (Operations) in the Company.

#### d) Financial performance based on given indicators:

INR in Millions

Particulars	Year ended on 31-Mar-23	Year ended on 31-Mar-22	Year ended on 31-Mar-21
Gross Sales (Including GST)	17465.57	19249.22	17622.69
Other Income	431.79	113.18	37.94
Profit before Interest, Depreciation & Amortization and Tax	979.02	1701.31	1129.49
Interest	794.76	788.10	1120.32
Depreciation & Amortization	591.19	569.68	602.53
Profit (Loss) before exceptional items & tax	(406.94)	343.53	(593.36)
Exceptional Items (Net of Tax)	-	-	253.15
Profit Loss before tax	(406.94)	343.53	(846.51)
Tax expenses	(182.37)	90.34	(115.04)
Profit Loss after tax	(224.57)	253.20	(731.47)
Other Comprehensive income (Net of Taxes)	1.88	8.13	3.94
Profit Loss after tax available for Appropriations	(222.69)	261.32	(727.53)

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

##### Global Depository Receipts (GDRs)

GDRs: The Company has issued and allotted 46,000,000 equity shares underlying 46,000,000 Global Depository Receipts (GDRs) aggregating to US\$ 34.96 Million. The GDRs are listed on: Luxembourg Stock Exchange/ LuxSE Société de la Bourse de Luxembourg S.A. B. P. 165, L-2011 Luxembourg Siège social, 11, av de la Porte-Neuve.

##### Foreign Direct Investment

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

Particular	Details
<b>d) Job profile and his suitability and Nature of expertise and specific functional area:</b>	<p>His Core skills and competence includes All Round Leadership skills, Knowledge of domain of Pharmaceuticals, Science &amp; Research, Overall familiarity about Finance, Accounting, Manufacturing, Quality Management Systems, Sales, marketing and business development, Risk Management Awareness, Skills in regulations, OH&amp;S (Occupational, health and safety) etc.</p> <p>He is looking after overall technical operations of the Company including but not limited to production, R&amp;D and regulatory compliances etc.</p>
<b>e) Remuneration Proposed:</b>	As proposed in Resolution no. 6 of Notice of AGM.
<b>f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):</b>	<p>He has more than 33 years of work experience with different companies like Clivient Limited, Jubilant Life Sciences Limited, Piramal Enterprises Limited, Parabolic Drugs Limited, Orchid Chemicals and Pharmaceuticals Limited, Ranbaxy Labs Limited and Lupin Limited. The last 17 years of which have been in senior leadership positions in API Manufacturing Operations, Product Development &amp; Technology Transfer, CRAMS, and Contract Manufacturing with P &amp; L accountability.</p> <p>The remuneration has been considered by the NRC and the Board of Directors of the Company and is in line with his expertise in management of technical operations, and the remuneration being drawn by similar positions in the industry.</p>
<b>g) Terms and Conditions of Appointment/ Reappointment</b>	As per resolutions proposed in Item no. 6 read with this explanatory statement.
<b>h) Date of first appointment on the Board</b>	September 24, 2022
<b>i) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:</b>	<p>Apart from receiving managerial remuneration, he does not have any Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel.</p> <p>He is not holding any share in the Company.</p>
<b>j) Directorships in other Companies</b>	He is not holding directorship in any other listed entity. Further, he has not resigned from any of the listed entity in past 3 years.
<b>k) Board Meetings</b>	From the date of his appointment, he has attended the Board Meeting held on November 14, 2022.
<b>l) Committee memberships/ Chairmanships</b>	He is a member of the Stakeholders Relationship Committee, Management Committee and Corporate Social Responsibility Committee of the Company. He does not hold directorship or Committee memberships/ Chairmanships in any other company.

### 3. Other Information:

- a) Reasons of loss or inadequate profits:** The Company has gained profits in FY 2021-22 but incurred losses in FY 2022-23. Though the Company is trying all its endeavors to have profits, it cannot guarantee that the company will not incur losses in FY 2023-24 and onwards. Therefore, the company may not have sufficient profits as per section 197 to pay proposed remuneration to Director ("Operations"). Therefore, the Board of Directors are in view to obtain approval of shareholders as per the provisions of Schedule V of the Act.
- b) Steps taken or proposed to be taken for improvement:** The Board of Directors and company will, in their best endeavor, try to improve the performance of the company in terms of adequate profits to pay remunerations to its managerial personnel.
- c) Expected increase in productivity and profits in measurable terms:**

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

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

(Neha Vaishnav)  
Company Secretary  
ACS:67387

Date: 26-05-2023  
Place: Chandigarh