

Nectar Lifesciences Limited

(Corporate Identification Number: L24232PB1995PLC016664)

Registered Office: Shop No. 5, SL Enclave, Behind Sohi HP Gas Agency,
Barwala Road, Dera Bassi, Distt. S.A.S Nagar, Punjab 140507

Email: cs@neclife.com, Website: www.neclife.com

Phone: +91-0172-5078200, 5001687

NOTICE OF POSTAL BALLOT

(Note: The business of this Notice of Postal Ballot will be transacted through electronic voting system)
[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with the read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of NECTAR LIFESCIENCES LIMITED ("Company" or "NLL") pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with Regulation 44 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") including any statutory modification(s) or re-enactment(s) of the Act or Rules for the time being in force and the Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India ("ICSI") as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and SEBI vide its various circulars and the latest being circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the SEBI and all other applicable laws, rules and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the Resolution set out below is proposed to be passed by the members of Company through Postal Ballot only by voting through electronic means ("remote e-voting").

The explanatory statement pursuant to Sections 102 read with Section 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts the reasons thereof is attached with this Postal Ballot Notice ("Notice" or "Postal Ballot Notice") for your consideration.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 & Rule 22 of the Rules, the MCA Circulars and Regulation 44 of the LODR Regulations, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose email-ids are registered with the Company/ Depository Participants ("DPs").The details of the procedure to cast the vote forms part of the Notes to this Notice. In compliance with the Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules

and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting. Please note that there will be no physical meeting of the members of the Company, as no meeting will be required to be called in terms of the MCA Circulars.

For the purpose of remote e-voting, the Company has engaged the services of Kfin Technologies Limited ("KFIN"). Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

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

Commencement of remote e-voting period	9:00 A.M. IST on Friday, January 30, 2026
Conclusion of remote e-voting period	5:00 P.M. IST on Saturday, February 28, 2026
Cut-off date for eligibility to vote	Friday, January 23, 2026

The remote e-voting facility will be disabled by KFIN immediately after 5:00 P.M. IST on February 28, 2026. The last date of remote e-voting, i.e. February 28, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved, by the requisite majority. Further, resolutions passed by the members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.

The Company has appointed Mr. Prince Chadha, Practicing Company Secretary (C.P. No. 12409) of P. Chadha & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two working days from the conclusion of the remote e-voting. The said results along with the Scrutinizer's Report would be intimated to BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com (collectively referred to as "Stock Exchanges"), where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.neclife.com and on the website of KFIN at <https://evoting.kfintech.com>.

SPECIAL BUSINESS

ITEM NO. 1: TO APPROVE THE APPOINTMENT OF MR. SUSHIL KAPOOR AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN **ORDINARY** RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s) or re-enactment(s) thereof and pursuant to the provisions of Memorandum

& Articles of Association and Nomination, Remuneration & Evaluation Policy of the Company, Mr. Sushil Kapoor having Director Identification Number ("DIN") 00063525, who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Act and the Articles of Association and who has submitted a consent to act as a director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and his period of office shall be determined to be liable to retire by rotation.

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

ITEM NO. 2: TO APPROVE THE APPOINTMENT OF MR. SUSHIL KAPOOR AS A WHOLETIME DIRECTOR DESIGNATED AS A DIRECTOR (FINANCE) OF THE COMPANY FOR A PERIOD OF THREE YEARS AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and read with Schedule V and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Memorandum & Articles of Association and subject to the approval of Central Government, if necessary, the consent of the members be and is hereby accorded to the appointment of Mr. Sushil Kapoor (DIN- 00063525) as a Wholetime Director, designated as Director (Finance) of the Company for a period of three Years w.e.f. December 04, 2025 on the terms and conditions and remuneration including to pay remuneration in case of inadequate profits or no profits in any Financial Year ("FY"), as are set out herein below:

- a. **Salary:** INR 3,00,000/- (Rupees Three Lakh only) per month and be broken into various components as per HR policy of the Company.
- b. He is also entitled to a bonus equivalent to his one-month salary in a financial year, proportionately to his tenure in a year.
- c. He shall be entitled to superannuation benefits applicable to other employees of his grade as per HR policy of the Company.
- d. **Other Perquisites:** He will be reimbursed from time-to-time communication, travel & other such expenses on an actual basis for discharging his official duties for the Company.
- e. He shall not be entitled to a Sitting fee for the Board/ Committee meetings attended by him.

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

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

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

ITEM NO. 3: TO ADOPT THE NEW SET OF MEMORANDUM OF ASSOCIATION ("MOA") WITH AMENDED OBJECT CLAUSE OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A **SPECIAL** RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re- enactments thereof for the time being in force) and the rules framed there under, consent of the shareholders by way of Special Resolution be and is hereby accorded to adopt new set of Memorandum of Association and amend the main object clause by adding sub clause (4), (5) and (6) after sub clause (3) of clause III (A) of the Memorandum of Association of Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Board of Directors or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form as return with the Registrar of Companies."

Place: Chandigarh

Date: January 23, 2026

By order of the Board of Directors
of Nectar Lifesciences Limited

Sd/-
(Sanjiv Goyal)
Chairman & Managing Director
DIN: 00002841

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 of the Act read with the Companies (Management and Administration) Rules, 2014, setting out all the material facts and reasons in respect of the Resolutions mentioned in this Postal Ballot Notice and additional information as required under LODR Regulation and SS- 2 on General Meetings is annexed hereto and forms part of Postal Ballot Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode only to those members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, January 23, 2026 ("Cut-Off Date") and whose email- ids are registered with the Company/ DPs. A person who is not a member on the cut-off date should treat this notice for information purposes only. Members holding shares in dematerialised mode, who have not registered their email- ids are requested to register their email- ids with their respective DPs. Members who hold shares in physical form are requested to provide their email- ids to KFIN sending an e-mail at evoting@kfintech.com or to the Company at cs@neclife.com. Members may note that this Notice will also be available on the Company's website at www.neclife.com, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively and on the website of KFIN at <https://evoting.kfintech.com>.
3. In accordance with the MCA Circulars, physical copies of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the LODR Regulations and the SS- 2 issued by the ICSI on General Meetings, the Company is pleased to provide remote e-voting facility to the Members to exercise their votes electronically. For this purpose, the Company has availed the services of KFIN for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email- ids, contact numbers, etc., directly to their DPs. Changes intimated to the DPs will then be automatically reflected in the Company's database. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, in prescribed Form ISR- 1 and other forms pursuant to SEBI Master Circular dated June 23, 2025, which are available on the RTA website: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> or the Company website: <https://www.neclife.com/about-3-15> quoting their folio number.
6. The Voting rights of members will be reckoned on the paid-up value of equity shares registered in the name of the Members on, Friday, January 23, 2026, being the cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of

Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.

7. The remote e-voting period commences on Friday, January 30, 2026, at 9:00 A.M. (IST) and ends on Saturday, February 28, 2026, at 5:00 P.M. (IST). During this period, members of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, January 23, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFIN after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

8. All documents referred to in this Notice of Postal Ballot will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until last date of remote e-voting. Members seeking to inspect such documents can send an email to cs@necliffe.com stating their name and Folio no./ DP ID-Client ID/ Beneficiary ID.

9. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., February 28, 2026. Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.

10. The declared results along with the Report of the Scrutinizer shall be uploaded on the Stock Exchange viz. BSE, NSE and also on the website of the Company i.e., www.necliffe.com and website of KFIN at <https://evoting.kfintech.com>.

The instructions of shareholders for remote e-voting:

i. Individuals holding shares in demat mode:

In line with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, Members (individuals holding shares in demat mode) can avail remote e-voting facility, by using a single login credential through websites of Depositories/ DPs.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-services home page click on the "Beneficial Owner"</p>

	<p>icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added 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 i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <ol style="list-style-type: none"> 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held 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 i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat	<p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication.

mode with CDSL	<p>The users to login Easi / Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 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. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholder login through their demat accounts/Website of DPs	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. 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 i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk corner – for assistance on remote e-voting through NSDL / CDSL websites

Members may reach NSDL / CDSL through the below stated contact information for any assistance or for addressing any technical issues during the remote e-voting process:	NSDL CONTACT DETAILS	CDSL CONTACT DETAILS
E-mail	evoting@nsdl.co.in	helpdesk.evoting@cdslindia.com
Contact Number (Toll Free)	1800 1020 990 and 1800 22 44 30	1800 21 09911

ii. In case of Members other than individuals and those holding securities in physical mode.**A. In case a member receives an e-mail from RTA [for Members whose email- ids are registered with the Company/ DPs]:**

- i.Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii.Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be Event number- 9397 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii.After entering these details appropriately, click on "LOGIN".
- iv.You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.,). The system will prompt you to change your password and update your contact details like mobile number, email- ids etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v.You need to login again with the new credentials.
- vi.On successful login, the system will prompt you to select e-voting event i.e. Nectar Lifesciences Limited. Now you are ready for e-voting as "cast vote" page opens.
- vii.On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii.Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix.Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x.You may cast your vote by selecting an appropriate option and click on "Submit".
- xi.A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the remote e-voting period, Members can login any number of times till they have voted on the Resolution.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF) of the Board Resolution/ Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at prince.chadha88@gmail.com with a copy marked to evoting@kfinTech.com. The scanned image of the above-mentioned documents should be in the naming format "NECTAR_9397."

B. Members holding shares in dematerialised form whose email- ids are not registered with the Company/DPs:

Members who have not registered their email- ids are requested to follow the procedure listed down herein below for registering their email- ids:

Type of holder	Process to be followed for registration of email- ids and mobile number
Physical	<p>Members are requested to send the following documents to the Company's RTA by way of 'In Person Verification' (IPV) or Post to the RTA's office or electronic mode with e-sign to einward.ris@kfinTech.com or cs@neclife.com:</p> <ul style="list-style-type: none"> ○ Form ISR-1 duly signed for updation of KYC details including email- ids; ○ Signed request letter mentioning the Folio No., name of the Member, email- ids and mobile number; ○ Self-attested copy of PAN; ○ Self-attested copy of any address proof including Aadhar, Passport etc.; ○ Copy of share certificate(s) (front and back).
Demat	Members may contact their DPs and register or update their respective email- ids in the demat account, as per the process recommended by the DPs.

Further, after providing the e- mail request as above, Members are requested to send the hard copy of the documents stated hereinabove addressed to M/s. KFin Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500 032.

After due verification, the Company/ KFIN will forward your login credentials to your registered email- ids. After receiving the e- voting instructions, please follow all steps as mentioned above to cast your vote by electronic means.

In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of KFIN at <https://evoting.kfinTech.com> or call KFIN at Phone No. 040 – 67161526, Toll free No. 1800-309-4001 (from 9:00 A.M. (IST) to 6:00 P.M. (IST) on all working days).

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

Item Nos. 1 and 2

The members may please be informed that Ms. Meena Verma has withdrawn her nomination as Nominee Director with effect from October 27, 2025 and also Dr. Surulichamy Senthilkumar has tendered his resignation as a Wholetime Director designated as Director (R&D) of the Company with effect from November 10, 2025, He shall be continuing as a Non- Executive Director of the Company (without any remuneration and sitting fee). It is necessary to appoint a new director on the Board who has considerable knowledge and experience in various fields of business management and finance. For operational requirements and based on the recommendation of Nomination & Remuneration Committee ("NRC"), and pursuant of provisions of Sections 161, 196, 197 and 203 read with Schedule V of the Act and LODR Regulations, the Board of Directors vide their resolutions dated December 03, 2025, have appointed Mr. Sushil Kapoor (DIN- 00063525) as an Additional Director of the Company w.e.f. December 04, 2025, as well as Whole time Director designated as Director (Finance) of the Company for a period of three years from December 04, 2025, on the remuneration and terms and conditions as specified in the Item no. 2 of this Notice.

Mr. Sushil Kapoor fulfils the requirement of his role of Skills/expertise/ competence as a Director as well as Director (Finance) as specified below:

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

He has certified that he is not disqualified to become a Director under the Act and not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority. Statements of Particulars pursuant to Schedule-V of the Act, LODR Regulations and SS- 2 are given as annexure 'A' to this explanatory statement and shall be deemed to be part of this explanatory statement.

Pursuant to Regulation 17(1C) of the LODR Regulations, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Based on the rationale provided in this explanatory statement and its annexures, the Board has

proposed the appointment of Mr. Sushil Kapoor as a regular Director to the members of the Company through this postal ballot notice, whose period of office shall be determined to be liable to retire by rotation as proposed in Item no. 2 as well as Whole time Director designated as Director (Finance) of the Company for a period of three years from December 04, 2025 on the remuneration and terms and conditions as specified in the Item no. 2 of this Notice.

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

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

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

The Members may please note the Company has incurred losses during the Financial Year ("FY") 2024-25 and it also is not sure that the Company would not incur losses in the future. It is necessary to pay the competitive remuneration to managerial personnel to retain the talent in the Company. Therefore, it is proposed that in the event of no profit, or the profits of the Company are inadequate, during the tenure of Director (Finance), the Company may pay remuneration to them exceeding the limit under the Schedule V of the Act in compliance thereof including any statutory modifications or re-enactment thereof. Statement of particulars pursuant to Schedule-V of the Act, LODR Regulations and SS-2 The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act, LODR Regulations and SS- 2 are as under:

1. General information:

a) Nature of Industry: Drugs and Pharmaceuticals

b) Date or expected date of commencement of Commercial Production: Not applicable as the Company is an existing Company and have facilities where commercial production is already started.

c) In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable and as provided in clause (b) above.

d) Financial performance based on given indicators:

Particulars	2024-25	2023-24	2022-23	INR in Millions
Gross Sales (Including GST)	19083.98	19258.32	17465.57	
Other Income	49.92	145.76	431.79	
Profit (loss) before Interest, Depreciation & Amortization and Tax	(245.66)	1661.36	979.02	
Profit (loss) before tax	(1615.34)	182.76	(406.94)	
Profit (loss) after tax	(1136.81)	50.02	(224.57)	

The financial results of the Company for the quarters and period ended on March 31, 2025, are

available on the website of the Company (URL: <https://www.necliffe.com>).

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

2. Information about the appointee:

Particular	Details
a) Background Details/ Brief resume:	Mr. Sushil Kapoor, aged 67 years, has completed his Bachelor of Commerce from Panjab University Chandigarh. He qualified as a Chartered Accountant from the Institute of Chartered Accountants of India in 1982 and as a Company Secretary from ICSI in 1984. Additionally, he has also completed his LLB(A) from Panjab University, Chandigarh. He has more than 38 years of professional experience working in the Financial and Accounting Departments, handling key managerial positions. He has worked with companies like KAPSONS Group, Bhushan Power and Steel Limited Chandigarh, DCM Engineering Limited, KDDL Limited, Steel Strips Group and Swaraj Mazda Limited.
b) Past Remuneration:	Mr. Kapoor was drawing the same remuneration as proposed in resolution in Item no. 2 as the Chief Financial Officer of the Company.
c) Recognition or awards:	Nil
d) Job profile and his suitability and Nature of expertise and specific functional area:	He has expertise in Overall Business Management and Corporate Management, Overall familiarity about Finance, Accounting, Manufacturing, Quality Management Systems, Sales, marketing and business development and Risk Management Awareness. He is engaged in supervision & conduct of finance, business of the Company, along with a team of senior management personnel, who will assist him in carrying out his activities. He is looking after overall Finance of the Company.
e) Remuneration Proposed:	As proposed in resolution in item no. 2 of the Notice.

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):	The remuneration has been considered and approved by the NRC and the Board of Directors of the Company and is in line with his expertise in management of Finance, accounts, and the remuneration being drawn by similar positions in the industry.
g) Terms and Conditions of Appointment/Reappointment	As per resolutions proposed in Item no. 2 read with this explanatory statement.
h) Date of first appointment on the Board	December 04, 2025
i) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Apart from receiving managerial remuneration, he does not have any Pecuniary relationship directly or indirectly with the Company, or relationship with the directors or KMP or promoters. He is not holding any share in the Company.
j) Directorships in other Companies	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.
k) Board Meetings	Not applicable
l) Committee memberships/Chairmanships	He is a member of the Risk Management Committee and Management Committee. He does not hold Committee memberships/ Chairmanships in any other company.

3. Other Information:

a) Reasons of loss or inadequate profits: During the financial year 2020-21, based on expert's (nominated by the Lead Bank) findings, the Company has reclassified certain inventories from "Current" to "Non- Current". Notwithstanding the reports furnished by technical expert about the remaining non-current inventory, the management has, adhering to conservatism principle, decided to mark down the realizable value of inventory to INR 5,061.27 lakhs from INR 17,733.10 lakhs, based on the fact that the inventory has been in stocks for a considerable period. The resultant loss has been charged to profit and loss account in 2024-25.

b) Steps taken or proposed to be taken for improvement: The Board of Directors and Company will, in their best endeavour, try to improve the performance of the Company and Various measures are being undertaken for cost reduction in terms of adequate profits to pay remunerations to its managerial personnel.

c) Expected increase in productivity and profits in measurable terms: The Company is taking all the necessary precautions and keeping essential measures in place to tackle the challenges. The initiatives that are being taken will start showing results in the near future and are expected to result in an improvement in the performance of the Company.

Item No. 3

The Board of Directors of the Company, at its meeting held on January 23, 2026, has considered and approved, subject to the approval of shareholders, the proposal to adopt new set of MOA with amended object clause of the Company in accordance with the provisions of Sections 4, 13 and other applicable provisions of the Act, and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the existing main objects of the Company, as set out in Clause III(A) of the MOA, are proposed to be augmented by inserting the following new sub-clauses after the existing sub-clause (3), namely sub-clauses (4), (5) and (6), to enable the Company to diversify and expand its business activities:

4. To carry on business of Builders, Developers, Masonry, Erector and General maintenance, Construction, Contractors and haulers and to construct, purchase, sell, execute, develop, maintain, operate, run, obtain, grant lease, sub lease, license, arrangement for/of tenancy/ tenancy rights, let out and/or sell departmental stores, Offices, residential apartments, bungalows, townships, Godowns, factory, flats, warehouses, Pent Houses, resorts, entertainment complex, malls, Multiplex Concert Halls, hotels, golf, tennis court, restaurants, studios, stores, shopping centers, Special Economic Zone, Airports, Highways, Satellite Townships, industrial/ IT parks, IT Campuses, hospitals, seminar halls, meditation centers, marketing arcade, farm houses, theatres, residential schools, playgrounds & gardens, Golf course, health club, water sports, bowling alleys, recreation centers, docks, harbors, wharves, water courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage and other sanitary works, gas pipeline works, houses, buildings and every other kind of erections, infrastructure, construction works and to promote, establish, acquire, purchase, sale, construct, develop new townships and to develop, provide, supply, maintain various infrastructure facilities and to undertake development of infrastructure projects in all areas of infrastructure including but not limited to basic infrastructure such as power, roads, water, water management, waste management system, sewerages, industrial infrastructure, urban infrastructure, tourism infrastructure and to purchase, sell and deal in land and immovable properties in India or any other parts of the world and any accretion thereto in form of area or in any other form whatsoever and to promote formation of co-operative housing societies, companies, trust or other association.
5. To purchase, construct, develop, transfer, take in exchange or on lease, hire or otherwise acquire, whether for investment and / or sale or working in the same, any real or personal estate or

property including land, mines, business, building, factory, mill, houses, cottages, shops, mineral, rights, concession, privilege, licenses, lease whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in or one and partly in other or for sum other consideration and to carry on business as proprietor of flats and buildings and to let on lease any houses, apartments wherein and to provide for conveniences commonly provided in flats, suites, residential and business quarters including any contracts for works construction or projects involving civil, mechanical and electrical engineering.

6. To carry on business of Builders, Contractors, Dealers in and manufacture of prefabricated and pre-cast houses, buildings or erection and material, tools, implements, machines and metal ware in connection therewith or incidental thereto fabrication or erection of steel or tubular structures.

The proposed amendments are aligned with the Company's strategic plans to explore and undertake new business opportunities in the areas of real estate and infrastructure development. These amendments will not only broaden the scope of operations but also enable the Company to participate in emerging business verticals and government-led infrastructure initiatives.

Pursuant to Section 13 of the Companies Act, 2013, the adoption of new set of MOA and alteration of MOA requires the approval of the shareholders by way of a Special Resolution.

A copy of the existing MOA and the proposed MOA is available for inspection by the shareholders at the Registered Office of the Company during business hours. The notice, explanatory statement, altered MOA and other related material are also uploaded on the Company's website for members' easy reference.

Based on the rational and justification provided above the Board recommends the Special Resolution as set out in Item no. 3 of this Notice for the approval of members.

None of the Directors and KMP of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors of
Nectar Lifesciences Limited

Place: Chandigarh

Date: January 23, 2026

Sd/-
(Sanjiv Goyal)
Chairman & Managing Director
DIN: 00002841