

**Transcript of 22<sup>nd</sup> Annual General Meeting of Strand Life Sciences Private Limited held on Friday, July 29, 2022 at 4.00 P.M through Video Conferencing.**

**Ms. Varsha Jain, Company Secretary**

Good Afternoon!

Dear Members, Directors, Auditors and others present at the meeting, I, Varsha Jain, Company Secretary of the Company welcome all of you to the Meeting.

Request, the Directors present to elect the Chairman for the Meeting.

Shri Ramesh Hariharan:

I propose Shri Vijaya Chandru as Chairman of the Meeting.

Shri Siddharth Achuthan:

I second the same.

Shri Vijaya Chandru.

Ladies and Gentlemen, Good Afternoon!

It is 4:00 P.M. and time to start the Twenty Second Annual General Meeting of Strand Life Sciences Private Limited through Video Conference.

I welcome all of you to the meeting.

Considering the ongoing Covid -19 pandemic, and the circulars issued by the Ministry of Corporate Affairs (“MCA”), this meeting is held through Video Conference (“VC”).

Shareholders / Representatives attending the meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013.

Ms. Varsha Jain, Company Secretary has confirmed that the requisite quorum is present at the Meeting.

The requisite quorum being present, I call the Meeting to order.

The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested are available

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**Registered office :** Ground floor, UAS Convention Center, Alumni Association Building, Veterinary College Campus, Bellary Road, Hebbal, Bengaluru, Karnataka - 560 024, India.

here and will remain accessible to the Members during the meeting for inspection in electronic mode, if they so desire.

The Company Secretary has confirmed that the Company has not received any query from the shareholders on the designated email address mentioned in the Notice calling the meeting.

Shri Rahul Dutt and Shri Siddharth Achuthan, Independent Directors, Shri Nilesh Modi, and Shri Ramesh Hariharan Directors on the Board are present.

Shri Deepak Nahar, representative of Chaturvedi & Shah, LLP, the Statutory Auditors is present.

Ladies and Gentlemen,

Notice dated July 7, 2022 convening this Annual General Meeting, along with a copy of the Annual Report comprising financial statement for the year ended March 31, 2022, Directors' Report and Auditors' Report thereon has already been circulated to the Members of the Company through email, pursuant to the MCA Circulars. With your permission, I shall take the same as read.

The Auditors' Reports on the financial statement of the Company for the financial year ended March 31, 2022 do not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, the Reports are not required to be read out, as provided in the Companies Act, 2013.

I now move the resolution for item number 1 of the Notice:

**ITEM NO. 1:**

Consideration and adoption of the audited Financial Statement for the financial year ended March 31, 2022 to be approved by way of an ordinary resolution:

**“RESOLVED THAT** the audited Financial Statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Objective and Implication: This item has to be transacted to ensure compliance with the provisions of Section 129(2) of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Proposed by: Shri Ketan Patil

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Seconded by: Shri Ramesh Hariharan

The Shareholders may seek any clarification pertaining to this item of business.

Since there are no queries from the shareholders, I put the resolution to vote.

“Those in favor of the motion please state your name and raise your hand.”

“Those against the motion please raise your hand”.

Since the resolution is approved without any member voting against it, I declare that the resolution is passed unanimously.

Since Item No. 2, pertains to my appointment as a Director retiring by rotation, hence I request the Directors present to elect one among them as Chairperson and conduct this business.

Directors present elected Shri Ramesh Hariharan to chair this item of business and to conduct the proceeding.

Accordingly, Shri Ramesh Hariharan occupied the chair and conducted the proceedings for this agenda item.

#### **ITEM NO. 2:**

Appointment of Shri Vijaya Chandru, who retires by rotation, to be approved by way of an ordinary resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Vijaya Chandru (DIN: 00914988), who retires by rotation at this Meeting be and is hereby appointed as a Director of the Company.”

Objective and Implication: This item has to be transacted to ensure compliance with the provisions of Section 152(6) of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Proposed by : Shri Swami Manohar

Seconded by : Shri Ketan Patil

Now I put the resolution to vote.

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“Those in favor of the motion please state your name and raise your hand.”

“Those against the motion please raise your hand”.

Since the resolution is approved without any member voting against it, I declare that the resolution is passed unanimously.

Shri Ramesh Hariharan vacated the chair and Shri Vijaya Chandru resumed the Chair and conducted the remaining proceedings of the meeting.

**ITEM NO. 3:**

Appointment of Shri Nikhil Chakrapani as a Director, liable to retire by rotation, to be approved by way of an ordinary resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Nikhil Chakrapani Suryanarayana Kavipurapu (DIN: 03585055) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors 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.”

Objective and Implication: This item has to be transacted to ensure compliance with the provisions of Section 152 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Proposed by : Shri Ketan Patil

Seconded by : Shri Ramesh Hariharan

Now I put the resolution to vote.

“Those in favor of the motion please state your name and raise your hand.”

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“Those against the motion please raise your hand”.

Since the resolution is approved without any member voting against it, I declare that the resolution is passed unanimously.

**ITEM NO. 4:**

Appointment of Shri Nilesh Pramodkumar Modi as a Director, liable to retire by rotation, to be approved by way of an ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Nilesh Pramodkumar Modi (DIN: 09460046) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors 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.”

Objective and Implication: This item has to be transacted to ensure compliance with the provisions of Section 152 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Proposed by : Shri Vinay V

Seconded by : Shri Ketan Patil

Now I put the resolution to vote.

“Those in favor of the motion please state your name and raise your hand.”

“Those against the motion please raise your hand”.

Since the resolution is approved without any member voting against it, I declare that the

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resolution is passed unanimously.

**ITEM NO. 5:**

Appointment of Shri Rahul Yogendra Dutt as Independent Director, to be approved by way of an ordinary resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rahul Yogendra Dutt (DIN: 08872616), who was appointed as an Additional Director, pursuant to the provisions of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years, up to January 18, 2027;

**RESOLVED FURTHER THAT** the Board of Directors 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.”

Objective and Implication: This item has to be transacted to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Proposed by : Shri Ketan Patil

Seconded by : Shri Ramesh Hariharan

Now I put the resolution to vote.

“Those in favor of the motion please state your name and raise your hand.”

“Those against the motion please raise your hand”.

Since the resolution is approved without any member voting against it, I declare that the resolution is passed unanimously.

**ITEM NO. 6:**

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Appointment of Shri Siddharth Achuthan as Independent Director, to be approved by way of an ordinary resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Siddharth Achuthan (DIN: 00016278), who was appointed as an Additional Director, pursuant to the provisions of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a terms of 5 (Five) consecutive years, up to February 18, 2027;

**RESOLVED FURTHER THAT** the Board of Directors 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.”

Objective and Implication: This item has to be transacted to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same

Proposed by : Shri Ketan Patil

Seconded by : Shri Ramesh Hariharan

Now I put the resolution to vote.

“Those in favor of the motion please state your name and raise your hand.”

“Those against the motion please raise your hand”.

Since the resolution is approved without any member voting against it, I declare that the resolution is passed unanimously.

#### **ITEM NO. 7:**

Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2023, to be approved by way of an ordinary resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable

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provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified.”

Objective and Implication: This item has to be transacted to ensure compliance with the provisions of Section 148 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Proposed by : Shri Ketan Patil

Seconded by : Shri Ramesh Hariharan

Now I put the resolution to vote.

“Those in favor of the motion please state your name and raise your hand.”

“Those against the motion please raise your hand”.

Since the resolution is approved without any member voting against it, I declare that the resolution is passed unanimously.

All the items placed before this Meeting having been considered and voted thereon, I declare the Meeting closed.

Thank you.

Shri Swami Manohar proposed a vote of thanks to the Chair and the shareholders.

The meeting concluded at 4:25 PM.

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