

NOTICE

Notice is hereby given that an extraordinary general meeting of the members of **STRAND LIFE SCIENCES PRIVATE LIMITED** will be held on 24th August 2021, at 3 P.M at shorter notice, over video conferencing (video call link: <https://meet.google.com/vbf-gciy-agg>) to transact the following business(s):

SPECIAL BUSINESS(ES)

Item No. 1: Sale of a division of Strand Life Sciences Private Limited on a slump sale basis to Healthcare Global Enterprises Limited.

To consider and, if thought fit, to pass, with or without modification the following resolutions as an **Ordinary Resolution**:

*“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014 (“Act”) and other applicable provisions, if any of the Act, the consent of the shareholders of **STRAND LIFE SCIENCES PRIVATE LIMITED (Company)** be and are hereby accorded to sell a division of the Company providing clinical research services, oncology diagnostics, biomarker and translational research and laboratory services to Healthcare Global Enterprises Limited, on a slump sale basis and on such other terms and conditions as agreed between the Company and Healthcare Global Enterprises Limited.*

***RESOLVED FURTHER THAT** board of the Company be and are hereby severally authorized to do all such acts, deeds, things, matters and execute all such documents, instruments and writings as may be required in relation to the forgoing resolution and to delegate all or any of the powers herein vested in them to any duly constituted committee or any director(s) or any executive(s) / officer(s) of the Company to give effect to this resolution.”*

STRAND LIFE SCIENCES PRIVATE LIMITED

Regd. Office: UAS Convention Centre Veterinary College Campus Bellary Road Hebbal Bangalore - 560 024.
Telephone: +91-80-40787263 | **Fax:** +91-80-40787299 | **www.strandls.com** | **CIN:** U85199KA2000PTC027913

By order of the Board of Directors

Place: Bengaluru, Karnataka, India

For STRAND LIFE SCIENCES PRIVATE LIMITED

Date: 20.08.2021



Ramesh Hariharan
Director

DIN: 05103194

Address: UAS Building Convention Centre Veterinary College Campus Bellary Road Hebbal Bangalore - 560 024

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll, instead of himself and the proxy need not be a member of the company. Proxy form, in order to be effective, must be received at the registered office of the company not less than forty eight hours before the time fixed for the meeting. A proxy form is enclosed for this purpose.
2. The Explanatory Statements pursuant to section 102 of the Companies Act, 2013 in respect of the special business(s) as set out above are annexed hereto.
3. Members of the Company being corporate are entitled to appoint their authorized representatives to attend and vote at the meetings as per Section 113 of the Companies Act, 2013.
4. Documents and other statutory registers/records including draft share purchase agreement, as required in terms of applicable provisions of the Companies Act, 2013 read with rules framed thereunder and applicable secretarial standards on General Meetings shall be available for inspection at the registered office of the Company during the normal business hours on all

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1: Sale of a division of Strand Life Sciences Private Limited on a slump sale basis to Healthcare Global Enterprises Limited

Members of the Company, please note that in relation to the proposed sale of a division of the Company providing clinical research services, oncology diagnostics, biomarker and translational research and laboratory services (**Division**) to Healthcare Global Enterprises Limited (**HCG**), on a slump sale basis and on such other terms and conditions as agreed between the Company and HCG, it has been proposed to execute a business transfer agreement between the Company and HCG, setting out the terms and conditions for the transfer of the Division to HCG.

Members, please note that since Basavalinga Ajaikumar Sadasivaiah and Amit Soni are common directors in the Company and HCG, the proposed transaction of the sale of the Division by the Company to HCG will be considered to be a related party transaction under section 188 of the Companies Act, 2013 read with rules framed thereunder, therefore approval of shareholders will be required.

Relevant disclosures under Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014 are as mentioned below:

I. name of the related party:

Basavalinga Ajaikumar Sadasivaiah and Amit Soni

II. name of the director or key managerial personnel who is related, if any

As mentioned above

III. nature of relationship

Basavalinga Ajaikumar Sadasivaiah and Amit Soni are common directors of the Company and HCG

IV. nature, material terms, monetary value and particulars of the contract or arrangements

As per draft business transfer agreement setting out the terms and conditions for the sale of the Division to HCG, on a slump sale basis and on such other terms and conditions as

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agreed between the Company and HCG.

- V. any other information relevant or important for the members to take a decision on the proposed resolution:

NIL

Also, that the board of directors of the Company in their meeting held on 20.08.2021 had already approved the said proposed execution of share purchase agreement.

Accordingly, the Board of Directors recommends the passing of the proposed resolution as set out in Item No. 1 in the accompanying notice as an Ordinary Resolution.

Except as mentioned above, none of the Directors, key managerial personnel, relatives of the director or key managerial personnel of the Company, are concerned or interested in the said resolution.

By order of the Board of Directors

Place: Bengaluru, Karnataka, India

For STRAND LIFE SCIENCES PRIVATE LIMITED

Date: 20.08.2021



Ramesh Hariharan

Director

DIN: 05103194

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(Proxy form)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U85199KA2000PTC027913

Name of the Company: STRAND LIFE SCIENCES PRIVATE LIMITED

Registered office: University of Agricultural Sciences, Convention -Centre Veterinary College Campus, Bellary Road, Bengaluru, Karnataka 560024, India

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1.	
Name:	
Address:	
E-mail Id:	
Signature:,or failing him	

2.	
Name:	
Address:	
E-mail Id:	
Signature:,or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra- Ordinary General Meeting of the Company to be held on 24th August 2021, Tuesday over video conference and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutio n No.	Description
1.	Sale of a division of Strand Life Sciences Private Limited on a slump sale basis to Healthcare Global Enterprises Limited

Signed this..... day of.....2021

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Affix Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

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