

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF MEMBERS OF THE COMPANY WILL BE HELD ON THURSDAY, 21st DAY OF APRIL, 2022 AT 2.00 P.M OVER VIDEO CONFERENCE.

SPECIAL BUSINESS:

ITEM NO. 01:

APPROVAL OF APPOINTMENT & REMUNERATION OF SHRI RAMESH HARIHARAN AS A WHOLE TIME MANAGERIAL PERSONNEL OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), consent of the members of the Company be and is hereby accorded, to approve the remuneration of Shri. Ramesh Hariharan (DIN: 05103194) for the period from September 06, 2021 to February 05, 2022 as set out in the statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), consent of the members of the Company be and is hereby accorded for the appointment of Shri Ramesh Hariharan (DIN: 05103194), as a whole time managerial personnel of the Company for a period of 3 (three) years with effect from February 06, 2022 on such terms of appointment including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of his appointment and / or remuneration as it may deem fit subject to the same not exceeding the limits as specified / approvals obtained under Schedule V to the Companies Act, 2013, as applicable.

RESOLVED FURTHER THAT the Shri Vijaya Chandru (DIN: 00914988), Shri Nikhil Chakrapani Suryanarayana Kavipurapu (DIN: 03585055) Directors, be and are hereby

STRAND LIFE SCIENCES PRIVATE LIMITED

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severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

ITEM NO. 02:

**APPROVAL OF CONSULTANCY AGREEMENT WITH SHRI VIJAYA CHANDRU,
DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded for availing professional services to expand the Company’s business in India and globally from Shri Vijaya Chandru (DIN: 00914988), Director of the Company, who holds Ph D from MIT and an academic entrepreneur recognized as a ‘Technology Pioneer’ by the World Economic Forum in 2006.

RESOLVED FURTHER THAT Shri Ramesh Hariharan (DIN:05103194) and Shri. Nikhil Chakrapani (DIN:03585055), Directors be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board
For Strand Life Sciences Private Limited**

Varsha Jain
Company Secretary
Membership No: A58907

Place: Bangalore
Date: 28.03.2022

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Notes:

1. Considering the present Covid -19 pandemic, the Ministry of Corporate Affairs (MCA), has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 June 15, 2020 and September 28, 2020 (collectively referred to as 'MCA Circulars'), permitted convening the Extraordinary General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars the Meeting of the Company is being held through VC /OAVM and notice to all the members is being sent only through electronic mode by e-mail at their address registered with the Company. Detailed instructions to attend, participate and vote at the meeting through VC/OVAM is attached as Annexure 1. The deemed venue for the EGM shall be the registered office.
2. Generally, 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. Since this meeting is being held through VC /OAVM pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the meeting and hence the Proxy Form is not annexed hereto.
3. Corporate members intending to authorize their representative(s) to attend the Meeting are requested to send to the Company vide an email at the designated email address provided in Annexure 1, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the meeting.
4. Members/ Representatives attending the meeting through VC /OAVM would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the meeting and hence not annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is enclosed herewith.

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7. Since the Meeting will be held through VC the route map of the venue of the Meeting is not annexed hereto.
8. Members seeking any inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before the commencement of the said EGM through email at varsha.jain@strandls.com and information will be made available for inspection at the meeting.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: APPROVAL OF APPOINTMENT & REMUNERATION OF SHRI RAMESH HARIHARAN AS A WHOLE TIME MANAGERIAL PERSONNEL OF THE COMPANY:

The Board had at its meeting held on February 06, 2018 appointed Shri. Ramesh Hariharan as Chief Executive Officer and Director with effect from February 06, 2018 upto February 05, 2022 at a remuneration of Rs 82 lakhs (Rupees Eighty Two Lakhs) per annum and had executed an employment agreement.

The Board was further informed that the Company has become the subsidiary company of Reliance Strategic Business Ventures Limited ("RSBVL") on September 06, 2021. As on date RSBVL holds 81.79% stake in the Company.

The remuneration of Shri. Ramesh Hariharan for the period from September 06, 2021 to February 05, 2022, was approved by the Board at its meeting held on January 19, 2022 pursuant to the provisions of Section 197 of Companies Act, 2013 read with Schedule V, subject to the approval of the members. The Board has approved a remuneration of Rs 82 lakhs (Rupees Eighty Two Lakhs) per annum, prorated for said period.

It is proposed to seek members' approval for the remuneration of Shri Ramesh Hariharan for the period September 06, 2021 to February 05, 2022.

To appoint Shri Ramesh Hariharan as a whole time managerial personnel, with effect from February 06, 2022:

Shri Ramesh Hariharan is a Director of the Company since October 01, 2011. The contribution of Shri Ramesh Hariharan in improving the performance of the Company is immense. In order to bestow more responsibility, the Board of Directors of the Company at their meeting dated January 19, 2022 appointed Shri Ramesh Hariharan as Whole Time Managerial personnel of the Company for a period of 3 (Three) years with effect from February 06, 2022 subject to the approval of Members of the Company.

The terms of appointment and remuneration of Shri Ramesh Hariharan as Whole Time Managerial Personnel.

- Remuneration not exceeding Rs1,50,00,000 crore (Rs One Crore Fifty Lakhs only) per annum

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- The whole time managerial personnel would perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions as may be given by the Board of Directors of the Company from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the whole time managerial personnel would be under the overall authority of the Board of Directors of the Company.
- The office of the whole time managerial personnel may be terminated by the Company or the whole time managerial personnel himself by giving to the other, 3 (three) months prior notice in writing.
- The terms and conditions set out herein for appointment and payment of remuneration may be altered and varied by the Board of Directors as it may, from time to time, deem fit.

Shri Ramesh Hariharan fulfills the eligibility criteria set out in Section 196(3) and in Part I of Schedule V to the Act. The following information about the Company and Shri Ramesh Hariharan are given below in terms of Section II, Part II of Schedule V to the Act:

I. GENERAL INFORMATION						
(1)	Nature of Industry	Sale, development and maintenance of software, system integration tools in the field of bioinformatics and providing clinical and diagnostic services.				
(2)	Date or expected date of commencement of commercial production	Not Applicable				
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable				
(4)	Financial Performance based on given indicators	<table border="1"> <tr> <td colspan="2">Financial year ended March 31, 2021</td> </tr> <tr> <td>Total Income</td> <td>877.58 (In Millions)</td> </tr> </table>	Financial year ended March 31, 2021		Total Income	877.58 (In Millions)
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		Profit after tax	34.05 (In Millions)
		EPS	1.45
(5)	Foreign investments or collaborations, if any	Not Applicable.	
II. INFORMATION ABOUT THE APPOINTEE:			
(1)	Background details	Shri Ramesh Hariharan is the co-founder and CEO at Strand Life Sciences Private Limited, and adjunct professor at the Computer Science department of the Indian Institute of Science (IISc), Bangalore. At Strand, over the last 15 years, Shri. Ramesh has led teams building analytical tools for high-throughput molecular profiling; these tools are widely used and have been cited in several thousand publications.	
(2)	Past Remuneration	Not exceeding Rs 82 lakhs per annum as CEO and Director of the Company	
(3)	Recognition or awards	<p>Shri. Ramesh is a recipient of the TR100 Award of Young Innovators by MIT's Technology Review Magazine and in 2003 received the Global Indus Technovator Award from MIT, instituted to recognize the Top 20 Indian Technology Innovators worldwide. Shri. Ramesh received his B. Tech from the IIT, Delhi, his Ph. D from the Courant Institute of Mathematical Sciences, New York University, and subsequently did a postdoc at the Max-Planck Institut für Informatik in Saarbrücken, Germany.</p> <p>Shri. Ramesh was recently inducted as a Fellow of the Indian Academy of Sciences. IIT, Delhi recognized him as the Distinguished Alumnus for the year 2015.</p>	

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(4)	Job Profile and his suitability	Shri. Ramesh and the team at Strand have been working on technology to make DNA sequencing for genetic disease diagnosis affordable in India. Shri. Ramesh's research contributions in computer science include fast algorithms for several algorithmic problems.
(5)	Remuneration proposed	As mentioned above
(6)	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)	Considering the unique business of the Company, it is not comparable with the industry.
(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NIL
III. OTHER INFORMATION:		
(1)	Reasons for loss or inadequate profits	Not Applicable
(2)	Steps taken or proposed to be taken for improvement	Not Applicable
(3)	Expected increase in productivity and profits in measurable terms	Not Applicable

Shri. Ramesh Hariharan and his relatives may be deemed to be interested in item no. 1 of the notice as it is pertaining to the approval of his appointment including remuneration.

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Save and except the above, none of the Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 1 of the Notice.

Accordingly, the Board recommends the proposed resolution set out at Item No. 1 for the approval of members by way of special resolution.

ITEM NO. 02: APPROVAL OF CONSULTANCY AGREEMENT WITH SHRI VIJAYA CHANDRU, DIRECTOR OF THE COMPANY:

The Board of Directors of the Company at their meeting dated January 19, 2022 had approved the consultancy agreement with Shri Vijaya Chandru for a period of 1 (One) year effective from January 20, 2022 subject to the approval of Members of the Company.

Shri Vijaya Chandru co-founded Strand in 2000 with Shri Ramesh Hariharan as a spin-off from the prestigious Indian Institute of Science (IISc), Bangalore. He is an academic entrepreneur recognized as a 'Technology Pioneer' by the World Economic Forum in 2006. His academic career has spanned over two decades at Purdue University and IISc. Shri Vijaya Chandru is the recipient of several awards and honors: Fellow of Indian Academy of Sciences (1996), MCIT Dewang Mehta Award for Innovation in IT (2001), UGC Hari Om Trust award for "Science and Society" (2003), the President's Medal of INFORMS in 2006, distinguished Alumni award by the MIT India Program in 2007, and was recognized as the Biospectrum Biotech Entrepreneur of 2007.

Shri Vijaya Chandru was the elected Honorary President (2009-2012) of the Association of Biotech Led Enterprises (ABLE), the apex trade body that represents the Indian biotech industry. Shri Vijaya Chandru also serves as an advisor to the Karnataka State Council on Science & Technology and on the Atal Innovation Mission at the National Institution for Transforming India (NITI AAYOG) in New Delhi. He holds a Ph.D from MIT.

Accordingly, the Board recommends the proposed resolution set out at Item No. 2 for the approval of members by way of ordinary resolution.

Shri Vijaya Chandru and his relatives may be deemed to be interested in item no. 2 of the notice.

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Save and except the above, none of the Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 2 of the Notice.

**By order of the Board
For Strand Life Sciences Private Limited**

Varsha Jain
Company Secretary
Membership No: A58907

Place: Bangalore
Date: 28.03.2022

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Annexure I

Members are requested to note the following in accordance with the MCA circulars:

1. The meeting through video-conference would be conducted through “Google Meet” which enables two-way audio and video conference.
2. Click Google Meet joining info: <https://meet.google.com/qbn-vpnb-etb>
3. The link to join the meeting shall be active from 1.45 PM onwards on the day of the meeting.
4. E-mail address of the Company Secretary of the Company, Mrs. Varsha Jain i.e. varsha.jain@strandls.com is designated for correspondences / voting and all other purposes related to the meeting.
5. For any assistance before or during the meeting, members may contact Mrs. Varsha Jain at +91 9830167779.

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