

July 03, 2024

|   |  |
|---|--|
| To<br>The Manager, Listing Department<br><b>National Stock Exchange of India Limited</b><br>Plot no. C/1 G Block,<br>Bandra-Kurla Complex, Bandra (East),<br>Mumbai- 400 051<br>Symbol: <b>BLISSGVS</b> | To<br>The General Manager, Listing Department<br><b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400 001<br>Scrip Code: <b>506197</b> |
|---|--|

Dear Sir/Madam,

**Sub: Notice of the 39<sup>th</sup> Annual General Meeting ('AGM') of Bliss GVS Pharma Limited**

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 39<sup>th</sup> AGM of Bliss GVS Pharma Limited ("the Company") scheduled to be held on Thursday, July 25, 2024, at 11:00 a.m. (IST) through Video Conference/Other Audio-Visual Means. The said Notice forms part of the Annual Report of the Company for the financial year 2023-2024.

The Notice of the 39<sup>th</sup> AGM and Annual Report for the financial year 2023-2024 is available on the website of the Company at <https://blissgvs.com/investors/financials/annual-reports-2/>. The Annual Report contains the information to be given and disclosures required to be made in terms of Regulation 34 (2) and 34 (3) of the SEBI Listing Regulations

Further to our intimation dated May 02, 2024, wherein we had intimated regarding Book Closure in accordance with Regulation 42 of the SEBI Listing Regulations, kindly note that the Company has fixed Thursday, July 18, 2024, as the Record Date for determining entitlement of members to final dividend for the financial year ended March 31, 2024.

If the final dividend, as recommended by the Board of Directors, is approved at the 39<sup>th</sup> AGM, payment of such dividend subject to deduction of tax at source will be made on or before Saturday, August 24, 2024.

This is for your information and records.

Thanking you.  
Yours faithfully,  
For **Bliss GVS Pharma Limited**

**Aditi Bhatt**  
**Company Secretary**

Encl: As above

**Regd. Office :** 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072, INDIA.

TEL. : (+91) (22) 42160000/ 28505387 • FAX. : (+91) (22) 28563930,

Email : [info@blissgvs.com](mailto:info@blissgvs.com) • Website : [www.blissgvs.com](http://www.blissgvs.com) • CIN - L24230MH1984PLC034771

**Factory :** Plot No. 10, 11 & 12, Survey No. 38/1, Dewan Udyog Nagar, Aliyali Village, Tal. & Dist. Palghar - 401 404.

Tel. (+91) (02525) 252713 • Fax : (+91) (02525) 255257. • Email : [factory@blissgvs.com](mailto:factory@blissgvs.com)

# Notice

**NOTICE IS HEREBY GIVEN THAT THE 39TH (THIRTY NINETH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF BLISS GVS PHARMA LIMITED WILL BE HELD ON THURSDAY, JULY 25, 2024 AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OVAM") TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 102, HYDE PARK, SAKI VIHAR ROAD, ANDHERI (EAST), MUMBAI-400 072, MAHARASHTRA, INDIA.**

## ORDINARY BUSINESS:

### 1. Adoption of Financial Statements for the financial year ended March 31, 2024:

To receive, consider, and adopt the Audited Standalone Financial Statements for the year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2024 and the reports of auditors thereon.

### 2. Declaration of Final Dividend on Equity Shares for the Financial Year ended March 31, 2024:

To consider and declare Final Dividend of 50% i.e. ₹ 0.50 paise per equity share on face value of ₹ 1/- each for the financial year ended March 31, 2024 as recommended by the Board.

### 3. Re-Appointment of Mrs. Shruti Vishal Rao (DIN: 00731501) as a Director, liable to retire by rotation, who has offered herself for re-appointment:

To appoint a Director in place of Mrs. Shruti Vishal Rao (DIN: 00731501), who retires by rotation, and being eligible offers herself for re-appointment.

## SPECIAL BUSINESS:

### 4. Appointment of Dr. Nandkumar Kashinath Chodankar (DIN: 02736718) as an Independent Director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Nandkumar Kashinath Chodankar (DIN: 02736718), who was appointed as an Additional

Director ('Independent Director') of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from June 22, 2024 to June 21, 2029 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

### 5. Re-appointment of Mr. Gagan Harsh Sharma (DIN: 07939421) as a Managing Director of the Company:

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

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval by the Board of Directors and subject to such approvals, permissions and sanctions as may be required, notice in writing received from a member proposing his candidature for the office of the Director, Mr. Gagan Sharma (DIN: 07939421), Director of the Company be and is hereby reappointed as a Managing Director of the Company for a further period

of three years with effect from May 11, 2024 to May 10, 2027, not liable to retire by rotation on the terms and conditions including remuneration, perquisites & other benefits as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Gagan Sharma for his entire term subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Gagan Sharma, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**6. Re-appointment of Dr. Vibha Gagan Sharma (DIN: 02307289) as a Whole-Time Director of the Company:**

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

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval by the Board of Directors and subject to such approvals, permissions and sanctions

as may be required, notice in writing received from a member proposing her candidature for the office of the Director, Dr. Vibha Sharma (DIN: 02307289), Director of the Company be and is hereby reappointed as a Whole-Time Director of the Company for a further period of three years with effect from January 27, 2025 to January 26, 2028, liable to retire by rotation on the terms and conditions including remuneration, perquisites & other benefits as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Dr. Vibha Sharma for her entire term subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, in any financial year, during the tenure of Dr. Vibha Sharma, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**7. Re-appointment of Mrs. Shruti Vishal Rao (DIN: 00731501) as a Whole-Time Director of the Company:**

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

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any

re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval by the Board of Directors and subject to such approvals, permissions and sanctions as may be required, notice in writing received from a member proposing her candidature for the office of the Director, Mrs. Shruti Rao (DIN: 00731501), Director of the Company be and is hereby re-appointed as Whole-Time Director of the Company for a further period of three years with effect from April 01, 2025 to March 31, 2028, liable to retire by rotation on the terms and conditions including remuneration, perquisites & other benefits as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mrs. Shruti Rao for her entire term subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, in any financial year, during the tenure of Mrs. Shruti Rao, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**8. Re-appointment of Ms. Shilpa Bhatia (DIN: 08695595) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act')

and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as approved by Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee and Audit Committee, Ms. Shilpa Bhatia (DIN: 08695595), who was appointed as an Independent Director of the Company at the 35<sup>th</sup> Annual General Meeting of the Company and who held office of the Independent Director up to February 10, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from February 11, 2025 to February 10, 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**9. Re-appointment of Mr. Vishal Vijay Rao as a Vice-President of the Company, a relative of Directors holding office or place of profit in the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including statutory modification or re-enactment(s) thereof for the time being in force) and based on recommendation of the Nomination and Remuneration Committee and Audit Committee and approval by the Board of Directors and subject to such approvals, permissions and sanctions as may be required, the consent of the Shareholders of the Company be and is hereby accorded for the re- appointment of Mr. Vishal Vijay Rao as a Vice President - Strategy and Business Development of the Company for a period of 3 (Three) years with effect from April 01, 2025 to March 31, 2028 by extending the

employment contract to hold office or place of profits as an employee of the Company in the managerial capacity on terms and conditions including remuneration and perquisites as per the Company's policy as under:

1. **Salary:** Salary for first year, second year and third year shall be ₹ 35,13,840/-, ₹ 38,65,224/-, ₹ 42,51,744/- per annum respectively.
2. **Housing:** ₹ 17,56,920/-, ₹ 19,32,612/-, ₹ 21,25,872/- per annum respectively.
3. **Other Allowance including annual bonus:** ₹ 29,72,184/-, ₹ 32,81,400/-, ₹ 36,21,552/- per annum respectively.
4. **Medical Reimbursement:** Expenses incurred for the appointee and his family are subject to a ceiling of ₹ 1,20,000/-, ₹ 1,20,000/-, ₹ 1,20,000/- per annum respectively.  
**Explanation:** For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.
5. **Provident Fund:** Payable in accordance with as per applicable law. The Membership of the Employees' Provident Fund of the Company to which the Company will contribute at such percentage of salary as may be applicable, from time to time, to the employees. The appointee will be governed by the provident fund rules of the Company.
6. **Encashment of leave:** Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the end of the financial year, as the case may be, and it will not be included in the computation of ceiling for perquisites.
7. Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.
8. **Gratuity:** Payable in accordance with as per applicable law.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

#### 10. Approval for Material Related Party Transaction(s) with Greenlife Pharmaceuticals Limited:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with applicable provisions of the Companies Act, 2013 and rules made thereunder ("the Act"), and subject to such other regulations, guidelines, circulars, notifications, clarifications and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting any such approvals, consents, permissions and/or sanctions, on the basis of the approval and recommendations of the Audit Committee and the Board of Directors ("Board") of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into any contract(s)/ arrangement(s)/transaction(s) with the following Related Party for an aggregate value not exceeding ₹ 172 Crores (Rupees One Hundred Seventy Two Crores Only) for financial year i.e. 2025-26 as detailed below on an arm's length basis and in the ordinary course of business of the Company on such terms and conditions provided in the Explanatory Statement annexed.

| Name of Related Party             | Nature of Relationship                | Nature of Transaction                    | Amount (In Crores) |
|-----------------------------------|---------------------------------------|--|--------------------|
| Greenlife Pharmaceuticals Limited | Related Party of Step-down Subsidiary | Sale of Goods / Raw Materials / Services | 160                |
|                                   |                                       | Reimbursement of Business                | 12                 |
|                                   |                                       | Promotion Expense                        |                    |

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board/ Committee be and is hereby authorized to agree, make, accept, and finalize all such terms, condition(s), modification(s), and alteration(s) as it may deem fit within the aforesaid limits and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents, and writings and to do all acts, deeds, and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents,

undertaking as may be necessary in this regard from time to time to give effect to the above resolution".

By order of the Board of Directors  
**For Bliss GVS Pharma Limited**

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: June 22, 2024

**Registered Office:**

102, Hyde Park, Saki Vihar Road,  
Andheri - East, Mumbai - 400072  
CIN: L24230MH1984PLC034771  
Website: [www.blissgvs.com](http://www.blissgvs.com)  
E-mail: [info@blissgvs.com](mailto:info@blissgvs.com)  
Tel: +91 22 42160000  
Fax: +91 22 28563930

**NOTES:**

1. Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations/SEBI Listing Regulations**"), the 39<sup>th</sup> Annual General Meeting ('**39<sup>th</sup> AGM/AGM**') of the Company is being conducted through VC / OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 39<sup>th</sup> AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 39<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("**CDSL**") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM and the e-voting system on the date of the 39<sup>th</sup> AGM will be provided by CDSL.
3. For convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022

dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 respectively, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [cs@blissgvs.com](mailto:cs@blissgvs.com).

6. Regulation 36 (1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 , Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the Financial Year 2023-2024 and the Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s. Link Intime India Pvt. Ltd. ("RTA") and whose email address is available with the RTA, the Company or the Depository Participant(s) as on Friday, June 28, 2024 Members may note that, Notice and Annual Report 2023-2024 can also be accessed from the website of the Company at [www.blissgvs.com](http://www.blissgvs.com) and on websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com). Interested Members can write to the company at [info@blissgvs.com](mailto:info@blissgvs.com)/[cs@blissgvs.com](mailto:cs@blissgvs.com) for hard copy of Annual Report for the financial year 2023-2024.
7. The Certificate of M/s. AVS & Associates, Secretarial Auditors of the Company confirming implementation of Bliss GVS Pharma Limited - Employee Stock Options Plan, 2019 in accordance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution passed by the members of the Company through postal ballot on April 12, 2019, shall be placed before the 39<sup>th</sup> AGM of the shareholders.
8. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
9. Relevant details of the director seeking re-appointment by way of retire by rotation as required under SEBI LODR Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
10. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialised form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The register of Members and Share Transfer Books of the Company will remain closed from Friday, July 19, 2024, to Thursday, July 25, 2024 (both days inclusive) for the purpose of the 39<sup>th</sup> AGM of the Company.
13. Members who wish to claim dividends, which have remained unclaimed, are requested to contact the Secretarial Department, at the Registered Office of the Company or office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s. Link Intime India Pvt. Ltd. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). Final Dividend for the Financial Year 2016-17 is due for transfer to IEPF in the month of November 2024. Shareholders are requested to ensure that they

claim the dividend before transfer of the said amount to IEPF Authority. The Company has uploaded the information of unclaimed/ unpaid dividend in respect of the financial years on the website of IEPF viz. "[www.iepf.gov.in](http://www.iepf.gov.in)" and on the website of the Company viz. "[www.blissgvs.com](http://www.blissgvs.com)".

14. The details of unpaid or unclaimed dividends, along with the due dates for transfer to the Investor Education and Protection Fund (IEPF) of the Central Government pursuant to Section 124 of the Companies Act are provided in the Corporate Governance Report, which forms part of the Board of Directors Report. Further, those Shareholders who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the same from the Company immediately. Pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared for the Financial Year 2022-23, on the website of the Company, [www.blissgvs.com](http://www.blissgvs.com).
15. Members who have not claimed their dividend(s) are requested to make their claim to the Company at the Registered Office or to the Registrar & Share Transfer Agent of the Company at the earliest but not later than the due dates for transfer to IEPF. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of Unpaid and Unclaimed dividend amount(s) lying with the Company as on July 19, 2023 (date of last AGM) on the website of the Company, viz., [www.blissgvs.com](http://www.blissgvs.com), as also on the website of the Ministry of Corporate Affairs (MCA).
16. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

- a) **For Resident Shareholders**, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 10%) on the amount of Dividend declared and paid by the Company during Financial Year 2023-24, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident

individual during the Financial Year 2023-24 does not exceed 5000/- Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2023-24. Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b) **For Mutual Fund Shareholders**, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and a declaration that their income is exempt under Section 10(23D) of the Income Tax Act, 1961.
- c) **For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI)**, tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.
- d) **For Other Non-Resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:
- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is resident;
  - Self-declaration in Form 10F;
  - Self-attested copy of the Permanent Account Number (PAN) Card allotted by the Indian Income Tax authorities;
  - Self-declaration, certifying the following points:
    - i. Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2024-25;
    - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;



- iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- v. Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2024-25.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder.

Shareholders may make an online submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents as mentioned above, as applicable, on the website of M/s. Link Intime India Pvt. Ltd. at (<https://www.linkintime.co.in/>). The Shareholders may also download these forms from RTA's website and send physical copies of the duly filled forms/documents to RTA's Registered Office at its Registered Office at 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai-400072, Maharashtra, India. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Monday, July 22, 2024 by 11.59 p.m. (IST) to M/s. Link Intime India Pvt. Ltd. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company/RTA shall arrange to e-mail the soft copy of TDS certificate to a Shareholder on its registered email ID in due course, post payment of the said Dividend.

17. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Link Intime India Pvt. Ltd. Members holding in electronic form may contact their respective Depository Participants for availing this facility.
18. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, Instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.
19. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses upon normalization of the postal services.
20. Shareholders are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their Depository Participants (DPs) in case the shares are held in electronic mode or to M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Pvt. Ltd.
22. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.

23. Shareholders holding shares in physical mode, who have not provided the information regarding bank particulars, are requested to register/update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) online with M/s. Link Intime India Pvt. Ltd. on its website (at <https://www.linkintime.co.in/>). along with the copy of the signed request letter mentioning the name and address of the Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder along with a copy of latest cancelled cheque with the Shareholder's name. Shareholders holding shares in electronic mode are requested to register their Bank details with the relevant Depository Participant.
24. SEBI has mandated those securities of listed companies can be transferred only in dematerialized form from April 01, 2020, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or M/s. Link Intime India Pvt. Ltd. for assistance in this regard. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
25. The Board of Directors have appointed Mr. Vijay Yadav (Membership No. FCS F11990) Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
26. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 02 Working days of the conclusion of the 39<sup>th</sup> AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.blissgvs.com](http://www.blissgvs.com) and on website of CDSL immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.
27. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, July 18, 2024 ("Cut-off date")**, are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
28. The Company has fixed **Thursday, July 18, 2024** as the '**Record Date**' for determining entitlement of members to final dividend for the financial year ended March 31, 2024, if approved at the 39<sup>th</sup> AGM. If the final dividend, as recommended by the Board of Directors, is approved at the 39<sup>th</sup> AGM, payment of such dividend subject to deduction of tax at source will be made on or before Saturday, August 24, 2024.
29. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 39<sup>th</sup> AGM and prior to the Cut-off date i.e. **Thursday, July 18, 2024** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.
30. The **remote e-voting period will commence at 9.00 a.m. on Monday, July 22, 2024, and will end at 5.00 p.m. on Wednesday, July 24, 2024**. In addition, the Members attending the 39<sup>th</sup> AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the 39<sup>th</sup> AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
31. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to [cs@blissgvs.com](mailto:cs@blissgvs.com).
32. **Instructions to members for Remote E-voting:**
  - (i) The **remote e-voting period will commence at 9.00 a.m. on Monday, July 22, 2024, and will end at 5.00 p.m. on Wednesday, July 24, 2024**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Thursday, July 18, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode is given below:**

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li>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/myeasi/home/login">https://web.cdslindia.com/myeasi/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>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing 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. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the 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 demat mode with NSDL | <ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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 Password. After successful 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.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 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> |

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | 1. You can also login using the login credentials of your 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 & voting during the meeting. |

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 demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 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 22-23058542-43 or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | 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 or call at : 022 - 4886 7000 and 022 - 2499 7000.      |

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (v) Click on Shareholders module
- (vi) Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (ix) If you are a first-time user follows the steps given below:

| For Shareholders holding shares in Demat Form other than individual and Physical Form |   |
|---|---|
| PAN   | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>                 |
| Dividend Bank Details OR Date of Birth (DOB)  | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul> |

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the **EVSN <240702006>** for the relevant **<Bliss GVS Pharma Limited>** on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively.
- (xxi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com), [vijay.yadav@avsassociates.co.in](mailto:vijay.yadav@avsassociates.co.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
33. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- i. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA at [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

- ii. For Demat shareholders -, Please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA at [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
  - iii. The Company/RTA shall co-ordinate with CDSL and provide s the login credentials to the above-mentioned shareholders.
- 34. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
  - iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  - iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  - v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com). These queries will be replied to by the company suitably by email.
- viii. Thoses shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  - ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the AGM.
- 35. For assistance / queries for E-voting etc;**
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 180.022.5533.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022.230.58738 and 022.230.58542/43
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022.230.58542/43.
- 36. OTHER INSTRUCTIONS:**
- i. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Thursday, July 18, 2024.

- ii. The scrutinizer shall after the conclusion of e-voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later two working days from the date of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
- iii. The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.blissgvs.com](http://www.blissgvs.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately communicated to the BSE and NSE.
- iv. The venue of the AGM shall be deemed to be the Registered Office of the Company at 102, Hyde Park, Saki Vihar Road, Andheri - East, Mumbai - 400072

By order of the Board of Directors  
**For Bliss GVS Pharma Limited**

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date: June 22, 2024  
**Registered Office:**  
102, Hyde Park, Saki Vihar Road,  
Andheri - East, Mumbai - 400072  
CIN: L24230MH1984PLC034771  
Website: [www.blissgvs.com](http://www.blissgvs.com)  
E-mail: [info@blissgvs.com](mailto:info@blissgvs.com)  
Tel: +91 22 42160000  
Fax: +91 22 28563930

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 4:

Considering the requirement of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, vide circular resolution, approved the appointment of Dr. Nandkumar Kashinath Chodankar (DIN: 02736718) as an Additional Director under the category of Non-Executive Independent Director of the Company for the tenure of Five (5) consecutive years, commencing from June 22, 2024 to June 21, 2029 based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders at ensuing Annual General Meeting ('AGM') of the Company.

Notice under Section 160 of the Companies Act, 2013 have been received from Member indicating his intention to propose the aforesaid director for the office of Director at the ensuing AGM. The said notice has been placed on the website of the Company at [www.blissgvs.com](http://www.blissgvs.com). The Nomination and Remuneration Committee ("NRC") and the Board members have confirmed about inclusion of his name in the databank of Independent Director along with its certificate before his appointment.

The Company has received the consent from Dr. Nandkumar Kashinath Chodankar (DIN: 02736718), as required under the provisions of Section 149(6) Companies Act, 2013 and the rules made thereunder as well as Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Dr. Nandkumar Kashinath Chodankar debarring from accessing the capital markets and Restraining from holding the position of Director in any listed company pursuant to Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Company.

In the opinion of the NRC and Board of Directors, Dr. Nandkumar Kashinath Chodankar fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The brief profile of Dr. Nandkumar Kashinath Chodankar (DIN: 02736718), in terms of the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been provided to this Notice.

Pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) and/or re-enactment(s) for the

time being in force Dr. Nandkumar Kashinath Chodankar (DIN: 02736718) if appointed, shall not be liable to retire by rotation during the said period. He will be paid sitting fees and reimbursement of out of pocket expenses at actual.

Except Dr. Nandkumar Kashinath Chodankar and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in this Resolution as set out in item no. 4 of this notice.

Accordingly, the Board of Directors recommends the resolution as set out in Item no. 4 in the Notice for the approval of the Shareholders as an **Special Resolution**.

#### Item No. 5:

Mr. Gagan Harsh Sharma, aged 41 years, having a total 19 years of experience out of which 15 years of experience is with the Pharma Industry. He was designated as Vice President - Strategy and Business Development of the Company. He has experience of Mergers & Acquisitions, creation of R&D function focussing on NDDS with strong focus on product pipeline for the EU/ US Markets, Supervision of end to end of Pharma formulation capex projects, and skilled in adopting & applying quality techniques & standards etc. Considering his long term association, involvement in operations of the Company, vast experiences, expertise, constructive performance and efforts, the management of the Company has proposed, Nomination and Remuneration Committee has recommended and the Board has approved his re-appointment as Managing Director of the Company for the further period of three years with effect from May 11, 2024 to May 10, 2027, not liable to retire by rotation on the terms and conditions including remuneration mentioned below:

1. **Term of Appointment:** May 11, 2024 to May 10, 2027.
2. **Basic Salary:** ₹ 95,04,000/- (Rupees Ninety-Five Lakh Four Thousand Only) per annum as a basic salary which shall be subject to annual increment, as mentioned below.
3. **Perquisites:** Mr. Gagan Sharma shall be entitled to the following perquisites and other allowances up to ₹ 1,31,15,520/- (Rupees One Crore Thirty-One Lakh Fifteen Thousand Five Twenty Only) per annum which shall be subject to annual increment, as mentioned below.
  - 3.1. **Housing Allowance:** House Rent Allowance of ₹ 47,52,000/- (Rupees Forty-Seven Lakh Fifty-Two Thousand Only) per annum respectively.
  - 3.2. **Leave Travel Allowance & Medical Reimbursement:**
    - a. **Leave Travel Allowance:** Expenses incurred for the appointee and his family towards leave travel reimbursement of ₹ 5,18,400/- (Rupees Five Lakh Eighteen Thousand Four Hundred Only) per annum respectively.

- b. **Medical Reimbursement:** Expenses incurred for the appointee towards medical reimbursement for him & his family subject of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum respectively.

**Explanation:** For the purposes of a "Family", Family means the spouse, dependent children and dependent parents of the appointee.

- 3.3. **Others Allowances:** Others Allowances of ₹ 77,25,120/- (Rupees Seventy-Seven Lakh Twenty Five Thousand One Twenty Only) per annum respectively
- 3.4. Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.
- 3.5. Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses in the course of the Company' business.
- 3.6. The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof until and unless decided by the Board of the Company.
4. **Leave Encashment:** Encashment of leave, if any, will be paid as per the Company's policy.
5. **Provident Fund, Superannuation and Gratuity:** Company's contribution to the Provident Fund, Family Pension Scheme and Superannuation Fund, if any as per the rules of the Company.
6. **Commission/Bonus/Performance Linked Incentive:** Mr. Gagan Sharma may also be paid of Commission/ Bonus/Performance Linked Incentive (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
7. **Minimum Remuneration:** the terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Gagan Sharma for his term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.
8. **Annual Increment:** Annual Increment shall not exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (2) and (3) of the Terms of remuneration as mentioned above.



In terms of provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Gagan Sharma being appointee and Dr. Vibha Sharma and Mrs. Shruti Rao, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the **Special Resolution** set out at **Item No. 5** of the accompanying Notice in the interests of the Company.

#### Item No. 6:

Dr. Vibha Gagan Sharma, aged 40 years, having 16 years of experience with Pharma Industry. She holds a Bachelor's degree in Dental Surgery from Rajiv Gandhi University of Health Sciences, Karnataka. She is a part of Promoter Group exclusively working for the company and oversees the Research and Development activities of the Company and also ensuring to innovate new pharmaceuticals formulations to improve quality of life. Dr. Vibha Gagan Sharma is a Chairperson of Health and Safety Committee of the Company.

The Members are further informed that, considering her rich and varied experience in the Pharma industry and her association and participation in affairs and management of the Company, it would be in the interest of the Company to continue to avail her considerable expertise. Hence, the management of the Company has proposed, Nomination and Remuneration Committee has recommended, and the Board has approved her re-appointment as Whole-Time Director of the Company for a further period of three years w.e.f. January 27, 2025 to January 26, 2028, liable to retire by rotation on the terms and conditions including remuneration mentioned below:

1. **Term of Appointment:** January 27, 2025 to January 26, 2028.
2. **Basic Salary:** ₹ 35,13,840/- (Rupees Thirty-Five Lakh Thirteen Thousand Eight Forty Only) per annum as a basic salary which shall be subject to annual increment, as mentioned below.
3. **Perquisites:** Dr. Vibha Sharma shall be entitled to the following perquisites and other allowances up to ₹ 48,49,104/- (Rupees Forty-Eight Lakh Forty Nine Thousand One Hundred and Four Only) per annum which shall be subject to annual increment, as mentioned below.

**3.1. Housing Allowance:** House Rent Allowance of ₹ 17,56,920/- (Rupees Seventeen Lakh Fifty-Six Thousand Nine Twenty Only) per annum respectively.

#### 3.2. Leave Travel Allowance & Medical Reimbursement:

- a. **Leave Travel Allowance:** Expenses incurred for the appointee and her family towards leave travel reimbursement subject of ₹ 7,98,600/- (Rupees Seven Lakh Ninety-Eight Thousand Six Hundred Only) per annum respectively.
- b. **Medical Reimbursement:** Expenses incurred for the appointee towards medical reimbursement for her & her family subject of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum respectively.

**Explanation:** For the purposes of a "Family", Family means the spouse, dependent children and dependent parents of the appointee.

**3.3. Others Allowances:** Others Allowances of ₹ 21,73,584/- (Rupees Twenty One Lakh Seventy Three Thousand Five Eight Four Only) per annum respectively.

**3.4.** Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.

**3.5.** Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying on her duties and reimbursement of expenses actually and properly incurred by her, in the course of legitimate business of the Company and traveling, hotel and other expenses in the course of the Company's business.

**3.6.** The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof until and unless decided by the Board of the Company.

4. **Leave Encashment:** Encashment of leave, if any, will be paid as per the Company's policy.
5. **Provident Fund, Superannuation, and Gratuity:** Company's contribution to the Provident Fund, Family Pension Scheme, and Superannuation Fund, if any as per the rules of the Company.
6. **Commission/Bonus/Performance Linked Incentive:** Dr. Vibha Sharma may also be paid remuneration by way of Commission/Bonus/Performance Linked Incentive (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid

down under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

- 7. Minimum Remuneration:** The terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Dr. Vibha Sharma for her term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.
- 8. Annual Increment:** Annual Increment shall not exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (2) and (3) of the Terms of remuneration as mentioned above.

In terms of provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Dr. Vibha Sharma being appointee and Mr. Gagan Sharma and Mrs. Shruti Rao, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the **Special Resolution** set out at **Item No. 6** of the accompanying Notice in the interests of the Company.

**Item No. 7:**

Mrs. Shruti Vishal Rao, aged 39 years, having 18 years of experience with Pharma Industry. She holds a Bachelor's degree in Engineering from Mumbai University. She is a part of promoter group exclusively working for the company and oversees the day to day commercial and trading activities of the Company in India & Abroad. The Members are further informed that, considering her rich and varied experience in the Pharma industry and her association and participation in affairs and management of the Company, it would be in the interest of the Company to continue to avail her considerable expertise. Hence, the management of the Company has proposed, Nomination and Remuneration Committee has recommended, and the Board has approved her reappointment as Whole-Time Director of the Company for a further period of three years w.e.f. April 01, 2025 to March 31, 2028, liable to retire by rotation on the terms and conditions including remuneration mentioned below:

- 1. Term of Appointment:** April 01, 2025 to March 31, 2028.
- 2. Basic Salary:** ₹ 35,13,840/- (Rupees Thirty-Five Lakh Thirteen Thousand Eight Forty Only) per annum as a

basic salary which shall be subject to annual increment, as mentioned below.

- 3. Perquisites:** Mrs. Shruti Vishal Rao shall be entitled to the following perquisites and other allowances up to ₹ 48,49,104/- (Rupees Forty-Eight Lakh Forty Nine Thousand One Hundred and Four Only) per annum which shall be subject to annual increment, as mentioned below.

**3.1. Housing Allowance:** House Rent Allowance of ₹ 17,56,920/- (Rupees Seventeen Lakh Fifty-Six Thousand Nine Twenty Only) per annum respectively.

**3.2. Leave Travel Allowance & Medical Reimbursement:**

- a. Leave Travel Allowance:** Expenses incurred for the appointee and her family towards leave travel reimbursement subject of ₹ 7,98,600/- (Rupees Seven Lakh Ninety-Eight Thousand Six Hundred Only) per annum respectively.
- b. Medical Reimbursement:** Expenses incurred for the appointee towards medical reimbursement for her & her family subject of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum respectively.

**Explanation:** For the purposes of a "Family", Family means the spouse, dependent children and dependent parents of the appointee.

**3.3. Others Allowances:** Others Allowances of ₹ 21,73,584/- (Rupees Twenty One Lakh Seventy Three Thousand Five Eight Four Only) per annum respectively.

**3.4.** Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls.

**3.5.** Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on her duties and reimbursement of expenses actually and properly incurred by her, in the course of legitimate business of the Company and traveling, hotel and other expenses in the course of the Company' business.

**3.6.** The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof until and unless decided by the Board of the Company.

- 4. Leave Encashment:** Encashment of leave, if any, will be paid as per the Company's policy.

**5. Provident Fund, Superannuation, and Gratuity:** Company's contribution to the Provident Fund, Family Pension Scheme, and Superannuation Fund, if any as per the rules of the Company.

- 6. Commission/Bonus/Performance Linked Incentive:** Mrs. Shruti Vishal Rao may also be paid remuneration by way of Commission/Bonus/Performance Linked Incentive (in addition to salary, perquisites and other allowances) calculated with reference to the Net Profits of the Company for a particular financial year as the Board may decide, subject to the overall ceilings laid down under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
- 7. Minimum Remuneration:** The terms of remuneration as set out in this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mrs. Shruti Vishal Rao for her term subject to such other approvals as may be necessary under the Companies Act, 2013 and SEBI Listing Regulations.
- 8. Annual Increment:** Annual Increment shall not exceed 20% of the aggregate of salary, perquisites and allowances i.e. aggregate of clauses (2) and (3) of the Terms of remuneration as mentioned above.

In terms of provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mrs. Shruti Rao being appointee and Dr. Vibha Sharma and Mr. Gagan Sharma, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the **Special Resolution** set out at **Item No. 7** of the accompanying Notice in the interests of the Company.

**Item No. 8:**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five years. The Members of the Company at their 35<sup>th</sup> Annual General Meeting has approved the appointment of Ms. Shilpa Bhatia (DIN: 08695595) as an Independent Director ('Independent Woman Director') of the Company for the further period of 5 years commencing from February 11, 2020 till February 10, 2025. Based on her performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act')

and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Ms. Shilpa Bhatia, is eligible for reappointment as Independent Director and has offered herself for re-appointment. The Board of Directors recommends the proposal to re-appoint her as Independent Directors ('Independent Woman Director') for a further term of five years i.e. from February 11, 2025 till February 10, 2030.

Ms. Shilpa Bhatia, is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and had submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of the Directors of the Company is of the view that, Ms. Shilpa Bhatia has contributed valuable efforts during her tenure to reach towards better results of the Company in the form of good corporate governance, better directions and suggestions whenever required. So considering the expertise and experience, Ms. Shilpa Bhatia would be of immense benefit to the Company and it is desirable to avail services of Ms. Shilpa Bhatia. In the opinion of the Board, Ms. Shilpa Bhatia fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for re-appointment as an Independent Director of the Company and she is independent from the management. Further, the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director.

Except for the appointee Director for the purpose of her own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8 of the Notice. The Board recommends the **Special Resolution** set out at **Item No. 8** for the approval of Members.

**Item No. 9:**

Mr. Vishal Vijay Rao, aged 43 years, holds a degree in Bachelor of Engineering in Chemical from University of Pune. He has been associated with Company for last 8 years. He is working as a General Manager-Strategy & Business Development of the Company. The Members are further informed that, considering his rich and varied experience and his association with the Company, it would be in the interest of the Company to continue to avail his services for some more years. Hence, the management of the Company has proposed, Nomination and Remuneration Committee has recommended, and the Board has approved his re-appointment as a Vice President - Strategy and Business Development of the Company for a period of 3 (Three) years with effect from April 01, 2025 to March 31, 2028.

Since, Mr. Vishal Vijay Rao is a husband of Mrs. Shruti Rao, Whole-Time Director & Promoter of the Company. He is Brother-in-law of Dr. Vibha Sharma, Whole-Time Director & Promoter of the Company & Mr. Gagan Sharma, Managing Director & Promoter of the Company. Hence, his reappointment is covered under section 188 of the Companies Act, 2013 and rules made thereunder, which requires the approval of the members of the Company by way of **Special Resolution**. The particulars of the said transaction pursuant to Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 are as under:

| Name of the Related Party   | Mr. Vishal Vijay Rao  |
|---|---|
| Name of the director or key managerial personnel who is related, if any                                   | Mrs. Shruti Vishal Rao<br>Mr. Gagan Sharma<br>Dr. Vibha Sharma  |
| Nature of Relationship  | Mrs. Shruti Rao is a Wife<br><br>Mr. Gagan Sharma is a Brother-in-Law<br><br>Dr. Vibha Sharma is a Sister-in-Law  |
| Remuneration  | As provided in the resolution at item no. 9 of the Notice   |
| Nature, Material terms, Monetary value and particulars of the contract or arrangements                    | Mr. Vishal Vijay Rao has been reappointed as Vice President - Strategy and Business Development of the Company on remuneration and terms & conditions as embodied in the resolution.  |
| Justification for why the proposed transaction is in the interest of the Company                          | Transactions not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business of the Company |
| Duration of Contract  | 3 Years w.e.f April 01, 2025 to March 31, 2028  |
| Any other information relevant or important for the members to take a decision on the proposed resolution | -   |

Except Mrs. Shruti Rao, Dr. Vibha Sharma and Mr. Gagan Sharma, Directors of the Company and to the extent their collective shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 9 of the accompanying Notice in the interests of the Company.

**Item No. 10:**

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), a transaction with a Related Party

considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Pursuant to the said Regulation, all material-related party transactions require prior approval of the members through a resolution.

M/s. Greenlife Pharmaceuticals Limited ('GPL') is a related party of the Step-down Subsidiary of the Company i.e. Greenlife Bliss Healthcare Limited. Entering into transactions with any related party of subsidiaries is the related party transaction for the Company under SEBI Listing Regulations. These transactions not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business of the Company.

The management of the Company has provided to the Audit Committee with the details of proposed transactions including material terms and conditions thereof. The Audit Committee, after reviewing all necessary information and details, has approved and recommended entering into a transaction(s) with GPL for an aggregate value not exceeding ₹ 172 Crores (Rupees One Hundred Seventy Two Crores Only) for the financial year 2025-26.

| Name of Related Party             | Nature of Relationship                | Nature of Transaction                       | Amount (In Crores) |
|-----------------------------------|---------------------------------------|---|--------------------|
| Greenlife Pharmaceuticals Limited | Related Party of Step-down Subsidiary | Sale of Goods / Raw Materials / Services    | 160                |
|                                   |                                       | Reimbursement of Business Promotion Expense | 12                 |
|                                   |                                       |   |                    |

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 10 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the **Ordinary Resolution set forth at Item No. 10** of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the **Ordinary Resolution set forth at Item No. 10** of the Notice, whether the entity is a Related Party to the particular transaction or not.

The other related information as envisaged under the Act and SEBI Listing Regulations are furnished hereunder

| Name of the Related Party   | Greenlife Pharmaceuticals Limited   |
|---|---|
| Name of the director or key managerial personnel who is related, if any   | None of the Directors or Key Managerial Personnel of the Company are related to these transactions.   |
| Nature of Relationship  | Related Party of Step-down Subsidiary i.e. Greenlife Bliss Healthcare Limited   |
| Nature, Material terms, Monetary value and particulars of the contract or arrangements  | Sale of Goods / Raw Materials / Services and Reimbursement of expenses for such amount as mentioned in the resolution and statement thereof.  |
| Justification for why the proposed transaction is in the interest of the Company  | Transactions not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions and generation of revenue and business of the Company |
| Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary  | Not Applicable  |
| A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders | The transactions do not contemplate any valuation   |

# Annexure to the Notice

**Annexure to the Notice Additional Disclosures/Information pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2**

| Name of the Director  | Dr. Nandkumar Kashinath Chodankar  |
|---|--|
| Director Identification Number  | 02736718   |
| Designation   | Additional Director (Independent Director)   |
| Age   | 75 Years   |
| Work Experience in functional area  | He lectured Globally and trained on Quality Assurance and Management, Product development, and Pharma Manufacturing Management. Further involved in designing and installing six new, green field Pharmaceutical Facilities. |
| Qualification   | Bachelor's, Master's and Ph. D in Chemical Technology from UDCT (now ICT), Bombay  |
| Terms and Condition of Appointment & Last Remuneration  | Appointment as an Independent Director for a Term of Five Years from June 22, 2024 to June 21, 2029 for no fixed terms and conditions other than prescribed under Companies Act, 2013  |
| Directorship in other Companies including Listed Company  | 2  |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | Nil  |
| No. of Shares held in the Company   | Nil  |
| First Appointment by the Board  | June 22, 2024  |
| Relationship with other Director, Manager & KMP   | Not related to any Directors/Key Managerial Personnel  |
| Board Meeting attended (F.Y. 2023-24)   | Nil  |
| Justification for appointment   | The Board considers that his association would be of immense benefit to the Company with his rich experience and profound knowledge.   |

| Name of the Director  | Mr. Gagan Harsh Sharma  |
|---|---|
| Director Identification Number  | 07939421  |
| Designation   | Managing Director   |
| Age   | 41 years  |
| Work Experience in functional area  | 19 Years  |
| Qualification   | Bachelor of Engineering in Electronics and Communication  |
| Terms and Condition of Appointment & Last Remuneration  | As per the resolution at Item no. 5 of the Notice convening this Annual General Meeting, Mr. Gagan Sharma is proposed to be re-appointed, who is liable to retire by rotation.<br><br>Last Remuneration as Director – ₹ 216.39 lakh |
| Directorship in other Companies including Listed Company  | Three   |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | One   |
| No. of Shares held in the Company   | NIL   |
| First Appointment by the Board  | January 21, 2021  |
| Relationship with other Director, Manager & KMP   | Spouse of Dr. Vibha Sharma, Brother-in-law of Mrs. Shruti Rao   |
| Board Meeting attended (F.Y. 2023-24)   | Five  |

| Name of the Director  | Dr. Vibha Gagan Sharma   |
|---|--|
| Director Identification Number  | 02307289   |
| Designation   | Whole Time Director  |
| Age   | 40 years   |
| Work Experience in functional area  | 16 Years   |
| Qualification   | Bachelor in Dental Surgery   |
| Terms and Condition of Appointment & Last Remuneration  | As per the resolution at item no. 6 of the Notice convening this Annual General Meeting read with explanatory statement thereto, Dr. Vibha Gagan Sharma is proposed to be re-appointed as a Whole time Director.<br><br>Last Remuneration as Director – ₹ 75.37 lakh |
| Remuneration Sought to be paid  | As mentioned in the Notice   |
| Directorship in other Companies including Listed Company  | Two  |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | One  |
| No. of Shares held in the Company   | 24,75,000 shares   |
| First Appointment by the Board  | July 29, 2008  |
| Relationship with other Director, Manager & KMP   | Spouse of Mr. Gagan Harsh Sharma, Sister of Mrs. Shruti Vishal Rao   |
| Board Meeting attended (F.Y. 2023-24)   | Five   |

| Name of the Director  | Mrs. Shruti Vishal Rao   |
|---|--|
| Director Identification Number  | 00731501   |
| Designation   | Whole Time Director  |
| Age   | 39 years   |
| Work Experience in functional area  | 18 Years   |
| Qualification   | Bachelor of Engineering  |
| Terms and Condition of Appointment & Last Remuneration  | As per the resolution at item no. 7 of the Notice convening this Annual General Meeting read with explanatory statement thereto, Mrs. Shruti Vishal Rao is proposed to be re-appointed as a Whole time Director.<br><br>Last Remuneration as Director – ₹ 74.07 lakh |
| Remuneration Sought to be paid  | As mentioned in the Notice   |
| Directorship in other Companies including Listed Company  | One  |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | One  |
| No. of Shares held in the Company   | 21,10,000 shares   |
| First Appointment by the Board  | July 27, 2006  |
| Relationship with other Director, Manager & KMP   | Sister of Dr. Vibha Gagan Sharma and sister in law of Mr. Gagan Harsh Sharma   |
| Board Meeting attended (F.Y. 2023-24)   | Five   |

| Name of the Director               | Ms. Shilpa Bhatia  |
|------------------------------------|--|
| Director Identification Number     | 08695595   |
| Designation                        | Independent Women Director   |
| Age                                | 50 years   |
| Work Experience in functional area | She is an Advocate of High Court of Bombay. She has been practicing for over 24 years and has vast experience in matters relating to Human Resources, Labour and Industrial litigation, sexual harassment investigations and advisory. She is a Magazine editor of Government Law College, Mumbai. She has been member of Sexual Harassment Committee of Labour & Industrial Tribunal, Mumbai. |
| Qualification                      | Master of Laws degree from Mumbai University   |

| Name of the Director  | Ms. Shilpa Bhatia  |
|---|--|
| Terms and Condition of Appointment & Last Remuneration  | As per the resolution at item no. 8 of the Notice convening this Annual General Meeting read with explanatory statement thereto, Ms. Shilpa Bhatia is proposed to be re-appointed as a Independent Women Director.<br>Last Remuneration as Director – Nil. Only Sitting fees will be paid.   |
| Remuneration Sought to be paid  | Nil  |
| Directorship in other Companies including Listed Company  | Two  |
| Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee) | Three  |
| No. of Shares held in the Company   | Nil  |
| First Appointment by the Board  | February 11, 2020  |
| Relationship with other Director, Manager & KMP   | Nil  |
| Board Meeting attended (F.Y. 2023-24)   | Five   |
| Summary of Performance Evaluation Report  | The Board of Directors of the Company has evaluated the performance of Ms. Shilpa Bhatia on the basis of her attendance at the meetings of the Board and Committees, listening views of others, active participation in meetings, rendering of independent and unbiased opinions, giving of positive inputs into the development of strategy, better governance practices, accounting treatments and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc. Further, the board has done the said evaluation in rating manner such as below expectation, meet the expectation and exceed expectation. The performance evaluation of Ms. Shilpa Bhatia was satisfactory to the Board. |

## Disclosure as required under schedule V of the Companies Act, 2013 is given as under:

### I. General Information:

| Nature of industry  | Manufacture of Pharmaceuticals products             |
|---|---|
| Date or expected date of commencement of commercial production:   | The Company is in commercial production since 1986. |
| In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                                      |

### Standalone Financial Performance:

| Particulars                         | (₹ in lakh)                                |  |  |
|-------------------------------------|--|--|--|
|                                     | Year ended<br>31 <sup>st</sup> March, 2022 | Year ended<br>31 <sup>st</sup> March, 2023 | Year ended<br>31 <sup>st</sup> March, 2024 |
| Total Income from Operations (Net)  | 66,898.46                                  | 64,910.58                                  | 63,896.02                                  |
| Total Expenses                      | 54,532.94                                  | 53,341.36                                  | 52,761.64                                  |
| Profit/Loss Before Exceptional Item | 12,365.52                                  | 11,569.22                                  | 11,134.38                                  |
| Profit/Loss Before Tax              | 12,640.03                                  | 11,569.22                                  | 7,025.77                                   |
| Profit/Loss After Tax               | 9,266.40                                   | 8,547.86                                   | 5,064.49                                   |



**Consolidated Financial Performance**

(₹ in lakh)

| Particulars                         | Year ended<br>31 <sup>st</sup> March, 2022 | Year ended<br>31 <sup>st</sup> March, 2023 | Year ended<br>31 <sup>st</sup> March, 2024 |
|-------------------------------------|--|--|--|
| Total Income from Operations (Net)  | 77,894.60                                  | 76,937.39                                  | 79,898.23                                  |
| Total Expenses                      | 65,118.62                                  | 66,330.23                                  | 65,291.42                                  |
| Profit/Loss Before Exceptional Item | 12,775.98                                  | 10,607.16                                  | 14,606.81                                  |
| Profit/Loss Before Tax              | 5,416.53                                   | 10,607.16                                  | 11,687.20                                  |
| Profit/Loss After Tax               | 2,312.65                                   | 7,673.48                                   | 8,157.79                                   |

**II. Information about the appointee:**

| Particulars                                    | Mr. Gagan Harsh Sharma  | Dr. Vibha Gagan Sharma  | Mrs. Shruti Vishal Rao  |
|--|---|---|---|
| Background Details                             | <p>Mr. Gagan Harsh Sharma, aged 41 years, having total 19 years of experience out of which 15 years of experience is with Pharma Industry. He is currently designated as Executive Director of the Company.</p> <p>Brief profile summary:</p> <ul style="list-style-type: none"> <li>Managed and drove multiple Mergers &amp; Acquisitions with varying degree of participation from initial Due Diligence to handling acute legal issues</li> <li>Successful creation of Research &amp; Development function(s) focusing on NDDS with strong focus on product pipeline for the EU/US markets</li> <li>Proficiency in developing and deploying strategic client relationship management models across emerging and developed markets</li> <li>Expertise in managing end to end of pharma formulation capex projects</li> <li>Expert in Lean Manufacturing techniques across dosage forms like oral solids, semi solids and injectables with special focus on niche products</li> <li>Build teams &amp; capabilities to manage GMP/Regulatory compliance while addressing ever evolving compliance needs for the formulations business</li> <li>Skilled in adopting &amp; applying quality techniques &amp; standards to varied business processes to develop organization wide culture of quality</li> <li>Hands-on experience in developing HR Capabilities among large teams; adept in deploying best in class HR practices for continual improvement</li> </ul> <p>Strong Focus on building brands and sustainable revenue streams with clear focus on the bottom line</p> | <p>Dr. Vibha Gagan Sharma, aged 40 years, having total 16 years and more experience with Pharma Industry. She holds a bachelor's degree in Dental Surgery from Rajiv Gandhi University of Health Sciences, Karnataka. She is currently designated as Whole-Time Director of the Company. She is a part of promoter group exclusively working for the company and oversees the research &amp; development activities of the Company.</p> | <p>Mrs. Shruti Vishal Rao, aged 39 years, having total 18 years and more experience with Pharma Industry. She holds a bachelor's degree in Engineering from Mumbai University. She is currently designated as Whole-Time Director of the Company. She is a part of promoter group exclusively working for the company and oversees the day to day commercial and trading activities of the Company in India &amp; abroad.</p> |
| Remuneration received in 2023-2024 as Director | ₹ 216.39 lakh   | ₹ 75.37 lakh  | ₹ 74.07 lakh  |
| Recognition or awards                          | -   | -   | -   |

| Particulars  | Mr. Gagan Harsh Sharma   | Dr. Vibha Gagan Sharma   | Mrs. Shruti Vishal Rao  |
|--|--|--|---|
| Job profile and his/her Suitability  | Mr. Gagan Harsh Sharma shall be responsible for the day to day operation and managing the affairs of the Company under the superintendence, guidance and control of the Board. | Dr. Vibha Gagan Sharma shall be responsible for mainly Research & Development activities of the Company and also operation and managing the affairs of the Company under the superintendence, guidance and control of the Board. | Mrs. Shruti Vishal Rao shall be responsible for the day to day commercial and trading activities and also operation and managing the affairs of the Company under the superintendence, guidance and control of the Board. |
| Remuneration proposed  | As provided in the resolution at item no. 5 of the Notice.   | As provided in the resolution at item no. 6 of the Notice.   | As provided in the resolution at item no. 7 of the Notice.  |
| Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial Personnel, if any. | Promoter of the Company and relative of Mrs. Shruti Vishal Rao and Dr. Vibha Gagan Sharma.   | Promoter of the Company and relative of Mrs. Shruti Vishal Rao and Mr. Gagan Harsh Sharma.   | Promoter of the Company and relative of Dr. Vibha Gagan Sharma and Mr. Gagan Harsh Sharma.  |

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**  
Taking into size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.

### III. Other information:

**Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:**

Not Applicable as the Company is doing profitable business. In case of loss/inadequate profits during the tenure of the Managing Director and Whole Time Directors than the Company will take necessary steps or measures in this regard.

### IV. Disclosures:

The remuneration package of the appointees is fully described in the Explanatory Statement as stated above. The requisite details of remuneration etc., of Directors are included in the Corporate Governance Report forming part of the Annual Report of Financial Year 2023-24 of the Company.

By order of the Board of Directors  
**For Bliss GVS Pharma Limited**

Sd/-  
**Gagan Harsh Sharma**  
Managing Director  
DIN: 07939421

Place: Mumbai  
Date : June 22, 2024  
**Registered Office:**  
102, Hyde Park, Saki Vihar Road,  
Andheri - East, Mumbai - 400072  
CIN: L24230MH1984PLC034771  
Website: [www.blissgvs.com](http://www.blissgvs.com)  
E-mail: [info@blissgvs.com](mailto:info@blissgvs.com)  
Tel: +91 22 42160000  
Fax: +91 22 28563930