



Date: September 5, 2024

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 543434**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051  
**Scrip Symbol: SUPRIYA**

Dear Sir (s),

**Sub: Notice of the 16<sup>th</sup> Annual General Meeting**

Please find enclosed herewith the Notice convening the 16<sup>th</sup> Annual General Meeting ("AGM") of the Company scheduled to be held on Friday, September 27, 2024 at 03:00 p.m. (IST) through Video Conferencing/ Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and SEBI.

In compliance with the aforesaid circulars, the Annual Report along with the Notice of the AGM has been sent only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository. The Annual Report along with the Notice of the AGM for the Financial Year 2023-24 is also available on the website of the Company at [www.supriyalifescience.com](http://www.supriyalifescience.com)

Kindly take the above said information on your records.

Thanking you,

Yours faithfully,

**For Supriya Lifescience Limited**

**Shweta Singh**  
**Company Secretary & Compliance Officer**  
**Membership No.: A44973**

---

**Corporate office** : 207/208, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai – 400 063. Maharashtra, India.  
Tel: +91 22 40332727 / 66942507 Fax : +91 22 26860011 GSTIN: 27AALCS8686A1ZX  
CIN: L51900MH2008PLC180452 E-mail: [supriya@supriyalifescience.com](mailto:supriya@supriyalifescience.com) Website: [www.supriyalifescience.com](http://www.supriyalifescience.com)

**Factory** : A-5/2, Lote Parshuram Industrial Area, M.I.D.C. Tal.– Khed, Dist. – Ratnagiri, Pin :415 722, Maharashtra, India.  
Tel: +91 2356 272299 Fax: +91 2356 272178 E-mail: [factory@supriyalifescience.com](mailto:factory@supriyalifescience.com)

# NOTICE

Notice is hereby given that the **16th Annual General Meeting** ("AGM") of Members of **Supriya Lifescience Limited** (the Company) will be held on Friday, September 27, 2024 at 3:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

- To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.
- To declare a Final Dividend on Equity Shares for the Financial Year ended March 31, 2024.
- To appoint a Director in place of Mrs. Smita Satish Wagh (DIN: 00833912) who retires by rotation and, being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS

- To ratify the remuneration of Cost Auditors for the FY 2024-25 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 & the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Rampurawala Mohammed A & Co, Cost Accountants, having Firm Registration No. 003011, appointed by Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the FY 2024-25 amounting to ₹2,00,000/- (Rupees Two Lakhs only) plus applicable tax and out-of-pocket expenses incurred by them in connection with the aforesaid audit as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved."

- To reappoint Mrs. Smita Satish Wagh (DIN: 00833912) as Whole Time Director & Key Managerial Personnel of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of SEBI LODR Regulations 2015 (including any statutory modification(s) and enactment(s) thereof for the time being in force) and other applicable provisions, pursuant

to recommendation of Nomination and Remuneration Committee of the Company and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the reappoint Mrs. Smita Satish Wagh (DIN: 00833912) as a Whole Time Director and Key Managerial Personnel of the Company for a period of 3 years starting from June 1, 2025 to May 31, 2028, liable to retire by rotation, on payment of remuneration not exceeding ₹25,00,000/- (Rupees Twenty-Five Lakhs only) per month including Basic Salary, House Rent Allowance and other Perquisites and allowances, Bonus, Commission and other additional perquisites as approved by Board from time to time as per the rules of the Company ("Remuneration"), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment.

**RESOLVED FURTHER THAT** Mrs. Smita Satish Wagh shall be entitled to the reimbursement of all out of pocket expenses which may be incurred by her for and in the course of business of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby severally authorized to make necessary entries in the Register of Members, to sign and submit all the necessary documents and papers, to execute and enter all the necessary agreements and arrangements, to take all the necessary steps and actions, for and on behalf of the Company, in the matter of appointment of Mrs. Smita Satish Wagh (DIN: 00833912) as a Whole Time Director and Key Managerial Personnel of the Company and giving of effect to above resolution."

- To approve continuation of directorship of Mr. Dinesh Navnitlal Modi (DIN: 00004556) as a Non-Executive Independent Director beyond the age of 75 Years and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, the consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. Dinesh Navnitlal Modi (DIN: 00004556), Non-Executive Independent Director of the Company beyond the age of 75 years till the expiry of his current term till March 24, 2026.

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

### Registered Office:

207 /208, Udyog Bhavan, Sonawala Road,  
Goregaon (East), Mumbai – 400063

Place: Mumbai

Date: August 10, 2024

**By Order of the Board of Directors  
For Supriya Lifescience Limited**

**Shweta Shivdhari Singh**  
Company Secretary & Compliance Officer  
Membership No.: A44973



## NOTES:

1. Pursuant to General Circular nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, read with other relevant circulars, including General Circular No. 10/2022 dated December 28, 2022, respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), Companies are permitted to hold the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid Circulars, the AGM of the Members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed. Further, the relevant details with respect to Item No. 3, 5 & 6 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed as Annexure A to the notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of certified true copy of the Board Resolution/ Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at [sanam.u@dsmcs.in](mailto:sanam.u@dsmcs.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and to the Company at [cs@supriyalifescience.com](mailto:cs@supriyalifescience.com) to attend the AGM.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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.
6. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue e-voting on the date of the AGM will be provided by NSDL.
8. In compliance with the aforesaid MCA Circulars No. 10/2022 dated December 28, 2022 and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any Member has requested for a physical copy of the same mentioning their names, DP ID and Client ID to the Company's email address at [cs@supriyalifescience.com](mailto:cs@supriyalifescience.com). The Notice of AGM and the Annual Report 2022-23 will also be available on the Company's website [www.supriyalifescience.com](http://www.supriyalifescience.com) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL <https://www.evoting.nsdl.com>. All the members are requested to register their e-mail id with the Registrar and Share Transfer Agent of the Company for the purpose of service of documents under Section 20 of the Act, by e-mode instead of physical service of documents.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) purpose of Dividend and AGM. The Company has fixed Friday, September 20, 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 AGM.
10. If the final dividend, as recommended by the Board of

Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before Saturday, October 26, 2024 to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Friday, September 20, 2024.

11. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct TDS from the dividend paid to the Members at prescribed rates under the Income Tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants. For the detailed process, please click here: <https://supriyalifescience.com/assets/pdfs/dividend/2023-2024/TDS%20on%20Dividend%20-%20Communication%20to%20Shareholders.pdf>

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).

12. 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.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts.
14. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above and to eliminate the risks associated with physical shares, Members are advised to maintain their shares in demat mode only.
15. Members are requested to intimate immediately any change in their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN),

mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., with their Depository Participants ("DP"). While making payment of dividend, Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such demat shares.

16. Shareholders/Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
18. Members are advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. Relevant documents referred to in the accompanying Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, upon request will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [cs@supriyalifescience.com](mailto:cs@supriyalifescience.com)

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Tuesday, September 24, 2024 at 09:00 A.M. and ends on Thursday, September 26, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 20, 2024, may cast their vote electronically.**



The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing September 24, 2024 to September 26, 2024 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> </p>  
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>

Type of shareholders	Login Method
	<p>2. 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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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. NSDL and CDSL**

Login type	Helpdesk details
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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.





4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanam.u@dsms.in](mailto:sanam.u@dsms.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and to the Company at [cs@supriyalifescience.com](mailto:cs@supriyalifescience.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 [cs@supriyalifescience.com](mailto:cs@supriyalifescience.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [cs@supriyalifescience.com](mailto:cs@supriyalifescience.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.





5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 16th AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company's e-mail address at [cs@supriyalifescience.com](mailto:cs@supriyalifescience.com) before 03.00 p.m. on Saturday, September 21, 2024. Such questions by the Members shall be suitably replied by the Company.
6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@supriyalifescience.com](mailto:cs@supriyalifescience.com) from Thursday, September 19, 2024 09.00 a.m. to Saturday, September 21, 2024 05.00 p.m. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The same will be replied by the company suitably.

**Other Instructions:**

1. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 20, 2024.
2. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. A Member can opt for only one mode of voting i.e. either through remote e-voting or voting system during the AGM ("e-voting"). If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.
4. Any person who have acquires shares of the Company and becomes a Member of the Company after the dispatch of the Annual Report and holding shares as on the cut-off date may approach NSDL for issuance of the User ID and Password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/ she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and password for casting the vote.
5. M/s. DSM & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process to be conducted in a fair and transparent manner for the Annual General Meeting.
6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion 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.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.supriyalifescience.com](http://www.supriyalifescience.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

## EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Rampurawala Mohammed A & Co, Cost Accountants as the Cost Auditors of the Company to conduct Cost Audits relating cost records of the Company for the year ending March 31, 2024, at a remuneration of ₹2.00 lakhs plus applicable tax and out-of-pocket expenses.

M/s. Rampurawala Mohammed A & Co. have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company M/s. Rampurawala Mohammed A & Co. have vast experience in the field of cost audit.

The Board commends the remuneration of ₹2.00 lakhs plus tax and out-of-pocket expenses to M/s. Rampurawala Mohammed A & Co. as the Cost Auditors and the approval of the shareholders is sought for the same by an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board recommends the resolution set out at item no. 4 of the Notice for approval of the members.

### Item No. 5

The members of the Company had re-appointed Mrs. Smita Satish Wagh as Whole Time Director and Key Managerial Personnel of the Company in the Extraordinary General Meeting held on November 16, 2021 with effect from June 1, 2022.

Mrs. Smita Satish Wagh is members of the promoter group and Whole Time Directors of the Company. Due to their experiences and expertise in the business of the Company and foresight, the Company has been immensely benefited. Further, keeping in view that Mrs. Smita Wagh, being instrumental in the growth and development of the Company, having rich and specific experience in the API Industry and have been involved in the operations of the Company since inception, it would be in the interest of the Company to reappoint Mrs. Smita Wagh as a Whole Time Director on the Board of Directors.

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on August 10, 2024, has approved the reappointment of Mrs. Smita Satish Wagh as a Whole Time Director and Key Managerial Personnel of the Company for a term of 3 (three) years w.e.f. June 01, 2025

subject to approval of Members of the Company.

Mrs. Smita Satish Wagh holds a bachelor's degree in arts and a bachelor's degree in education. She has been involved in the activities of the Company since incorporation. Mrs. Smita Satish Wagh guides the Company on policy decisions.

Mrs. Smita Wagh already declared that she is not disqualified to be appointed as directors of the Company, pursuant to provisions of section 164 of the Companies Act, 2013 and has already given necessary disclosure pursuant to provisions of section 184 of the Companies Act, 2013.

The terms and conditions of the appointment are set out herein below:

Period of Appointment: 01.06.2025 to 31.05.2028.

**Terms of Appointment:** Remuneration not exceeding ₹25,00,000/- per month (i.e. not exceeding ₹3,00,00,000/- per annum) each including Basic Salary, House Rent Allowance and other Perquisites and allowances, Bonus, Commission and other additional perquisites as approved by Board from time to time as per the rules of the Company, in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013, if any or any statutory modification(s) or re-enactment thereof.

**Minimum Remuneration:** In case in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the approval of the Central Government, wherever required, if any, and the provisions of Sections 197, 198 and 203 read with and subject to the conditions and limits specified in the Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s)) pay to the Whole Time Director basic salary, perquisites and allowances as specified above.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution save and except Mrs. Smita Wagh themselves, Dr. Satish Wagh, Dr. Saloni Wagh and Ms. Shivani Wagh being relatives in the Special Resolution as proposed.

The above statement is to considered and construed as disclosures as per the provisions of section 102 of the Companies Act, 2013.

**Statement of Information as Required under Schedule V, Part II, Section II(B)(IV):****I. General Information:**

1.	Nature of Industry	The Company is into the business of manufacture of Bulk Drugs, Pharmaceutical Chemicals, Substances etc.		
2.	Date or expected date of commencement of commercial production	The Company was incorporated on March 26, 2008. The Company has commenced its commercial operations immediately after its inception and till date the Company is engaged into the activities of manufacturing of bulk drugs, pharmaceutical chemicals, substances etc.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
4.	Financial performance based on given indicators	<b>Particulars</b>	<b>For the year ended 31.03.2024 (in Million)</b>	<b>For the quarter ended 30.06.2024 (in Million)</b>
		Total Income	5810.05	1628.50
		Net Profit Before Interest, Tax, Depreciation and Amortization	1836.11	647.66
		Depreciation and amortization expense	158.11	46.56
		Finance Cost	21.10	3.35
		Net Profit Before Tax	1656.90	597.74
		Provision for Taxation	465.76	151.31
		Net Profit after Tax	1191.14	446.44
5.	Foreign investment or collaboration, if any	The Company has not made any investment in foreign body corporate or foreign entities. The Company do not have any foreign collaboration and has not received or invested any money towards foreign collaboration.		

**II. Information about the appointee:**

1.	Background details	Mrs. Smita Satish Wagh holds a bachelor's degree in arts and a bachelor's degree in education. She has been involved in the activities of the Company since incorporation. Mrs. Smita Satish Wagh guides the Company on policy decisions.
2.	Past remuneration	Not exceeding ₹22,00,000/- per month
3.	Recognition or awards	Due to able guidance, supervision, and advises by Mrs. Smita Wagh, the Company has received following awards: <ul style="list-style-type: none"> <li>a) Outstanding Export Performance Award for the year 2018-19 from Pharmaceuticals Export Promotion Council of India.</li> <li>b) State Award in the year 2018-19 for the Excellent performance of export for MSME and export house both Gold category presented by Hon'ble Shri. Uday Samant, Industry Minister for Industry, Energy, Labour and Mining Department, Government of Maharashtra.</li> <li>c) State Award in the year 2019-20 for the Excellent performance of export for MSME and export house both Gold category presented by Hon'ble Shri. Uday Samant, Industry Minister for Industry, Energy, Labour and Mining Department, Government of Maharashtra.</li> <li>d) State Award in the year 2020-21 for the Excellent performance of export for MSME and export house both Gold category presented by Hon'ble Shri. Uday Samant, Industry Minister for Industry, Energy, Labour and Mining Department, Government of Maharashtra.</li> <li>e) State Award in the year 2021-22 for the Excellent performance of export for MSME and export house both Gold category presented by Hon'ble Shri. Uday Samant, Industry Minister for Industry, Energy, Labour and Mining Department, Government of Maharashtra.</li> </ul>

4.	Job profile and his suitability	Mrs. Smita Wagh guides the Company on policy decisions. In view of her experience in the industry, the Board is of the opinion that her guidance will benefit the Company in various ways.
5.	Remuneration proposed	It is proposed to pay Managerial Remuneration to Mrs. Smita Satish Wagh for an amount not exceeding ₹25,00,000/- per month.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case expatriates the relevant details would be with respect to country of his origin)	Considering the nature of the industry vis a vis experience of the appointee and complex nature of the role to be performed by Mrs. Wagh, no comparative remuneration of industry is available for information.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director	Dr. Satish Waman Wagh, Ms. Shivani Satish Wagh, and Dr. Saloni Satish Wagh relatives of Mrs. Smita Wagh, draws remuneration from the Company. She has provided long term financial assistance to the Company, save and except receipt of interest for the same, Mrs. Smita Wagh, has no other material pecuniary relationship, directly or indirectly with the Company or with the Managerial Personnel.

### III. Other Information:

1.	Reasons for loss or inadequacy of profit	Considering recession in industry, Heavy cost of production, Overheads, Lower margins, etc.
2.	Steps taken or proposed to taken for improvement	Due to rigorous effort of the management including appointee and various cost control measures, the company is expected to earn better returns in future.
3.	Expected increase in productivity and profits in measurable terms	Considering the proposed businesses and the projects of the Company it is not possible to ascertain and quantify the expected increase in profits in measurable at this stage. However, company expects 25% growth p.a. in income and profitability in next 3 years.

#### Item No. 6

Mr. Dinesh Navnitlal Modi was appointed as an Independent Non-Executive Director of the Company by Board of Directors of the Company March 25, 2021 and the members of the Company had subsequently approved the appointment on August 2, 2021 for a period of five consecutive years commencing from March 25, 2021 to March 24, 2026.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from April 1, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years.

Further, Mr. Dinesh Navnitlal Modi will attain the age of 75 years with effect from November 21, 2025 and approval of members

is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term till March 24, 2026. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dinesh Modi as an Independent Director.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board recommends the resolution set out at item no. 6 of the Notice for approval of the members.

#### Registered Office:

207 /208, Udyog Bhavan, Sonawala Road,  
Goregaon (East), Mumbai – 400063

**By Order of the Board of Directors  
For Supriya Lifescience Limited**

Place: Mumbai

Date: August 10, 2024

**Shweta Shivdhari Singh**  
Company Secretary & Compliance Officer  
Membership No.: A44973



# Annexure A

**Details of Directors seeking appointment/re-appointment at the 16th AGM to be held on Friday, September 27, 2024 (pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings):**

Sr. No.	Particulars	Mrs. Smita Wagh (DIN: 00833912)	Mr. Dinesh Modi (DIN: 00004556)
1.	Brief Resume of the Director	Mrs. Smita Satish Wagh holds a bachelor's degree in arts and a bachelor's degree in education. She has been involved in the activities of the Company since incorporation. Mrs. Smita Satish Wagh guides the Company on policy decisions.	Mr. Dinesh Modi holds degree in Commerce, Law Graduate and he is a member of Institute of Company Secretaries of India (ICSI). He has about more than four decades of experience in the field of corporate compliance and secretarial, legal, in bigger Indian companies. He has varied experience in Corporate Law, Company Secretarial Work, admin and legal work, internal Auditing of contact system, computer business and sales activates and foreign contacting.
2.	Date of Birth	May 23, 1958	November 21, 1950
3.	Qualification	Mrs. Smita Satish Wagh holds a bachelor's degree in arts and a bachelor's degree in education.	Mr. Dinesh Modi holds degree in Commerce, Law Graduate and he is a member of Institute of Company Secretaries of India (ICSI).
4.	Date of First appointment on Board	March 26, 2008	March 25, 2021
5.	Nature of expertise in specified functional areas	She guides Company on policy decision.	He has vide experience in Corporate Law, Company Secretarial Work, admin and legal work, internal Auditing of contact system, computer business and, sales activates and foreign contacting.
6.	Disclosure of Relationship between the directors inter-se	Mrs. Smita Wagh is the spouse of Dr. Satish Wagh and Mother of Dr. Saloni Wagh & Ms. Shivani Wagh.	NIL
7.	Names of the other listed entities in which the person also holds the directorship	NIL	NIL
8.	Chairman/Member of the Committee(s) of Board of Directors	NIL	1. Audit Committee – Chairman 2. Nomination and Remuneration Committee - Chairman
9.	Listed entities from which the person has resigned in the past three years	NIL	1. Kisan Mouldings Limited 2. Arrow Greentech Limited 3. Shree Pushkar Chemicals & Fertilisers Limited
10.	No. of meetings of the Board attended In FY 2023-24	4	4
11.	No. of shares held in the Company either by self or as a beneficial owner	3,21,750	0