

SITEC LABS LIMITED

[Formerly known as Sitec Labs Private Limited]

Registered Office: Unit No.SB-901 & SB-902, Empire Tower Building, GutNo.31, Cloud City Campus, Thane Belapur Rd, Airoli Navi Mumbai Thane 400708

Phone: +91022- 25718600, **Email:** Cipla.Secretarial@cipla.com

Corporate Identity Number: U74999MH2000PLC129210

Notice of 20th Annual General Meeting

NOTICE is hereby given that the 20th Annual General Meeting of Sitec Labs Limited (Formerly known as Sitec Labs Private Limited) for FY 2019-20 will be held at shorter notice on Friday, 18th December, 2020 at 12.30 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means. The venue of the Meeting shall be deemed to be the Registered Office of the Company at Unit No.SB-901 & SB-902, Empire Tower Building, GutNo.31, Cloud City Campus, Thane Belapur Rd, Airoli Navi Mumbai, Thane 400708 to transact the following businesses:

Ordinary Business(es):

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

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon:

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon as circulated to the members with the notice of the Annual General Meeting and submitted to this meeting be and are hereby received, considered and adopted."

2. To re-appoint Dr. Jaideep Gogtay as Director liable to retire by rotation:

"**RESOLVED THAT** Dr. Jaideep Gogtay (DIN: 03137772), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

Special Business(es):

To consider and if thought fit to pass, with or without modification(s), the following resolutions as Special Resolutions:

3. Appointment of Krishnan Iyer as Whole Time Director of the Company.

"**RESOLVED THAT** pursuant to provisions of sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act (including any statutory modifications or re-enactment(s) thereof, from time to time), the enabling provisions of the Memorandum and Articles of Association of the Company, approval of shareholders of the Company,

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be and is hereby accorded to appoint Mr. Krishnan Anantharaman Iyer (DIN: 00017991) as Whole Time Director of the Company with effect from November 01, 2019 to March 31, 2022 and to approve the remuneration for the period commencing from April 01, 2019 to March 31, 2022, on the following terms and conditions:

- ***Remuneration to be paid annually (inclusive of basic pay, provident fund and medical reimbursement as per the Company's policy)***

The Board shall fix, revise and approve the remuneration, provided that the total remuneration payable per financial year shall not exceed One Crore Rupees (Rs. 1,00,00,000/-).

- ***Retirement & other benefits***

Leave encashment, medical insurance and other benefits (being included in the remuneration above) shall be as per the Company's policy.

Mr. Krishnan Anantharaman Iyer shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

RESOLVED FURTHER THAT any director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters, things as may be deemed necessary for purpose of giving effect to the above resolution."

By order of Board of Directors of the Company

SD/-

Raviraj Jitendra Soni

Company Secretary

Membership No.:42683

Date: 16/12/2020

Place: Mumbai

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business(es) to be transacted at the Annual General Meeting ('AGM' or 'Meeting') is annexed hereto.
2. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
3. Members of the Company had appointed Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration No. 001076N/N500013) as Statutory Auditors for a consecutive period of five years commencing from financial year 2017-18 until the conclusion of Annual General Meeting to be held for financial year 2021-22.
4. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General circular dated 05th May 2020 read with General circulars dated 08th April 2020 and 13th April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
5. Company is pleased to inform that, AGM of the Company will be held through, the Two-way Video Conferencing facility;

The AGM will be held through video conferencing mode on Blue jeans platform. The members can join the meeting either by downloading the Blue Jeans app or by clicking on the following link- <https://vcnow.bluejeans.com/985361379/browser>

In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number given below:

8008558066 (Mr. Natraj Pathri)

6. Cipla.Secretarial@Cipla.com is the designated e-mail address for the members to enable them to vote, when Poll is required to be taken during the Meeting on any resolution.

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7. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
8. The notice of the Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.
9. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
10. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with because of the ongoing pandemic of Covid-19, wherein maintaining and following the protocol of social distancing has been mandated by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting.
11. A copy of the Memorandum of Association, the Articles of Association with the incorporation of the proposed changes and all the other relevant documents in relation to the items of the Agenda are made available for inspection on demand made by members via screen shared through Video Conferencing
12. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Act is demanded by any member.
13. The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.
14. Brief profile as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India on appointment / re-appointment of Director(s) is enclosed as Annexure 1 to this Notice.
15. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

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STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING THE BUSINESS(ES) TO BE DEALT AT THE ENSUING ANNUAL GENERAL MEETING AS STATED IN THE NOTICE DATED 16th DECEMBER, 2020.

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 3: Special Resolution

As per the requirement of sections 196, 197, 203 and Schedule V of the Act read with the prescribed rules of the Companies Rules, 2014, the Board of Directors of the Company at their meeting dated on the 01st November 2019 had appointed, subject to the approval of members, Mr. Krishnan Anantharaman Iyer (DIN: 00017991) as Whole Time Director of the Company for a period of three years.

The company has received

(i) the consent in writing from Mr. Krishnan Anantharaman Iyer in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014;

(ii) intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Act. The terms and conditions regarding the appointment and remuneration are mentioned below:

1. **Term:** November 01, 2019 to March 31, 2022.

2. ***Remuneration to be paid annually (inclusive of basic pay, provident fund and medical reimbursement as per the Company's policy)***

The Board shall fix, revise and approve the remuneration, provided that the total remuneration payable per financial year shall not exceed One Crore Rupees (Rs. 1,00,00,000/-).- in any of the 3 financial year starting from 1st April 2019.

3. ***Retirement& other benefits***

Leave encashment, medical insurance and other benefits (being included in the remuneration above) shall be as per the Company's policy.

4. Mr. Krishnan Anantharaman Iyer shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

As required under the provisions of the Act, approval of the Members is now sought to the appointment of Mr. Krishnan Anantharaman Iyer as Whole-Time Director and the remuneration paid/payable to him as stated herein above.

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No directors, key managerial personnel or their relatives are interested or concerned in the above resolution except Mr. Krishnan Anantharaman Iyer.

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice for the approval of the Members.

By order of Board of Directors of the Company

SD/-

Raviraj Jitendra Soni

Company Secretary

Membership No.: 42683

Date: 16/12/2020

Place: Mumbai

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ANNEXURE 1

PROFILE OF DIRECTORS

Information of directors seeking re-appointment at the forthcoming Annual General Meeting
(Pursuant to Secretarial Standard - 2 issued by Institute of Company Secretaries of India)

Mr. Krishnan Anantharaman Iyer	
Director Identification Number (DIN)	00017991
Age	54 years
Original Date of Appointment	01 st June 2005
Qualification	B. Pharm, MBA
Experience and Expertise	32 years in Pharma manufacturing and presently in Clinical
Remuneration Last Drawn	Rs. 87.12 Lakhs
Number of Board Meetings attended during the year	8 (Eight)
Shareholding	NA
Relationship with other Directors and KMP	None
Membership / Chairpersonship of Committees of the Company	Corporate Social Responsibility Committee
Directorships held in other companies	None
Memberships / Chairpersonship of Committees held in other Indian companies	None