NOTICE

Notice is hereby given that the Second Extra-Ordinary General Meeting of the Company for the financial year 2020-2021 will be held on December 12, 2020, Saturday, at 10.00 a.m. in the registered office at No.16, Vijayaraghava Road, I Lane, T.Nagar, Chennai – 600017 for transacting the following Special Business:

SPECIAL BUSINESS:

1. APPROVAL FOR GRANTING LOAN, GUARANTEE AS PER SEC 185 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT Pursuant to the provisions of Section 185 of the Companies Act, 2013, The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and all other applicable provisions of the Companies Act, 2013 and its rules, the Company is hereby authorized to give loan, provide guarantee or security in connection with any loan taken or to be taken by Venkata Narayana Active Ingredients Private Limited.”

“RESOLVED FURTHER THAT the Company is hereby authorized to give loan or act as per the above resolution for an amount not exceeding Rs.10,00,00,000/- (Rupees Ten crore only) in addition to the limit the shareholders of the Company already approved in their general meeting held on July 13, 2020 and as per the limit as approved by the shareholders of the Company as per the provisions of Section 186 of the Companies Act, 2013 as amended from time to time.”

/By Order of the Board/

Place: Chennai
Date: November 30, 2020

D. Mahesh
Company Secretary
ICSI Mem.No. A29800

Regd. Office: LifeCell International Pvt. Ltd., No.16, Vijayaraghava Road, I Lane, T.Nagar, Chennai - 600017, Tamil Nadu, India
CIN: U85196TN2004PTC053577
+91 44-4744 5353 | care@lifecell.in | www.lifecell.in
NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A FORM OF PROXY IS ENCLOSED, AND IF INTENDED TO BE USED, SHOULD BE RETURNED TO THE COMPANY DULY COMPLETED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE AFORESAID MEETING, PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. All documents referred to in the notice and in the accompanying explanatory statement are open for inspection at the registered office of the Company during office hours on all working days, except Saturday and holidays, between 10.00 A.M. and 5.00 P.M up to the date of the general meeting.

4. Shareholders are requested to intimate changes in their address, if any, quoting the folio number to the Company.

5. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed signed and stamped, mentioning therein details along with folio No.

6. The route map showing directions to reach the venue of the EGM is annexed.
7. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, is given below and forms part of this notice.

8. All the shareholders of the Company are residents of India under the definition of Income Tax Act, Rules and hence the time for this meeting is fixed as per Indian Standard Time (IST).

9. Voting for the purpose of this meeting is proposed to be taken through show of hands.

10. Shareholders can contact the Company Secretary at +91-9962007029 for any assistance with reference to this meeting.
EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 1

a) Meaning, Scope & Implication of the items of the business:

The Board of Directors of the Company propose to give loan, guarantee or security for the borrowings of Venkata Narayanan Active Ingredients Private Limited to the extent of Rs.10,00,00,000 (Rupees Ten crore only) (in addition to the limit the shareholders of the Company already approved in their general meeting held on July 13, 2020) out of the money which the company does not need immediately for its business purpose. Loan if granted will be for a duration of not more than 12 months from the date of its grant and the interest to be charged will be as per the provisions of Section 186 of the Companies Act as amended from time to time.

As on the date of this notice, the Company has granted Rs.10,00,00,000 (Rupees Ten crore only) any loan to Venkata Narayanan Active Ingredients Private Limited @ 12% p.a. The Company has not provided any other loan or guaranteed/secured the loans of any other body corporate. If this proposed resolution is approved, the borrowing company viz., Venkata Narayana Active Ingredients Private Limited will be utilizing this loan, guarantee for its principal business activities only.
b) Interest of Director, Key Managerial Personnel and their relatives:

None of the:

i. Directors
ii. Key Managerial Personnel (CEO, CFO, CS)
iii. Relatives of the persons mentioned in i & ii.

are personally interested in the above said resolution except to the extent of their shareholding in the borrowing company

Mr. S. Abhaya Kumar (DIN: 00729827), Mr. Mayur Abhaya (DIN: 02234552) and Mr. R. Natarajan (DIN: 00218008) are the common Directors of LifeCell International Private Limited and Venkata Narayana Active Ingredients Private Limited.

c) Relevance of Resolution in any other Company:

The above resolution does not affect any other company.

d) Inspection of Documents:

No document is placed for the inspection of the above said resolution except the request letter received from Venkata Narayana Active Ingredients Private Limited.
Form No. MGT-11

Proxy form

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

CIN : U85196TN2004PTC053577
Name of the Company: LifeCell International Private Limited
Registered office : No.16, Vijayaraghava Road, I Lane, T.Nagar, Chennai – 600017.

<table>
<thead>
<tr>
<th>Name of the member(s)</th>
<th>:</th>
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<tbody>
<tr>
<td>Registered Address</td>
<td>:</td>
</tr>
<tr>
<td>E-mail Id</td>
<td>:</td>
</tr>
<tr>
<td>Folio No/Client Id</td>
<td>:</td>
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<tr>
<td>DP ID</td>
<td>:</td>
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</tbody>
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I/We, being the member(s) of ____________ shares of the above named company, hereby appoint

1. Name: ________________________________

   Address:

   E-mail Id:

   Signature: _________________________, or failing him
2. Name:__________________________________________

Address:

E-mail Id:

Signature:__________________________________________

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Second Extra-Ordinary General Meeting to be held on December 12, 2020, Saturday, at 10.00 a.m. in the registered office at No.16, Vijayaraghava Road, I Lane, T.Nagar, Chennai – 600017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Approval for granting loan, guarantee as per Section 185 of the Companies Act, 2013

Signed this __________ day of __________ 2020

Signature of shareholder: ____________________________

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. (i.e. on or before December 12, 2020, Saturday, at 10.00 a.m).
ATTENDANCE SLIP
(To be handed over at the entrance of the meeting hall)

Extra-Ordinary General Meeting on December 12, 2020, Saturday, at 10.00 a.m.

Full name of the members attending
____________________________________________________
(In block capitals)

Ledger Folio No./Client ID No. _______________________

No. of shares held: ________________

Name of Proxy _____________________________________
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra-Ordinary General Meeting of the LifeCell International Private Limited at December 12, 2020, Saturday, at 10.00 a.m. in the registered office at No.16, Vijayaraghava Road, I Lane, T.Nagar, Chennai – 600017.

(Member’s /Proxy’s Signature)
Note:

1) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.

2) A Proxy need not be a member of the Company.

3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.