

EGM NOTICE



HINDUSTAN BIO SCIENCES LIMITED

BOARD OF DIRECTORS:

- | | | |
|------------------------------|---|--|
| 1) Sri. J.V.R. Mohan Raju | - | Chairman and Managing Director |
| 2) Smt. J.Uma | - | Director |
| 3) Sri Jaison George | - | Additional Director(Non Independent w.e.f. 31-10-2023) |
| 4) Sri Reji Abraham | - | Additional Director (Independent w.e.f. 31-10-2023) |
| 5) Sri. B.R.Rao | - | Independent Director |
| 6) Sri K. Rama Chandra Raju | - | Independent Director |
| 7) Sri M. Satyanarayana Raju | - | Independent Director |

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|--|---|--|
| Registered Office address | - | H.No. 8-2-269/S, Plot No.31,
Sagar Co-Operative Housing Society,
Road No.2, Banjara Hills,
Hyderabad – 500 034 |
| Company Identification Number | - | L26942TG1991PLC013564 |
| Company Secretary & Compliance Officer | - | Mrs. Sukavasi Jyotsna (w.e.f. 18-08-2023)
Plot No. 14, 1-3-183/39/17/2,
Gandhi Nagar, Hyderabad - 500080 |
| Chief Financial Officer | - | Mr. Jaison George (w.e.f. 31-10-2023) |
| Bankers | - | Axis Bank Ltd,
Begumpet Branch,
Hyderabad |
| Auditors | - | M/s VASG & Associates,
Chartered Accountants
503/A, 5th Floor, Kubera Towers
Narayanaguda, Hyderabad – 500 029.
Ph :040-66849660
E-mail:info@vasg.ca.com
vasgassociates@gmail.com |
| Registrars and Share Transfer Agents | - | M/s. Venture Capital & Corporate
Investments Private Limited.
AURUM", 4th & 5th Floors, Plot No.57,
Jayabheri Enclave Phase – II, Gachibowli,
Hyderabad – 500032,
emailinvestor.relations@vccipl.com
Landline: 040-23818475/35164940 |

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF HINDUSTAN BIO SCIENCES LIMITED WILL BE HELD ON FRIDAY, 29TH DECEMBER 2023 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.31 SAGAR SOCIETY ROAD NO.2, BANJARAHILLS HYDERABAD-500034, TELANGANA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. Regularization of Mr. Jaison George (DIN:00502736) as the director of the company:

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

“RESOLVED THAT pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI LODR Regulations 2015 the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Jaison George (DIN:00502736) as the Director liable to retire by rotation of the Company, who was appointed as additional Director by the Board with effect from 31st October, 2023.”

2. Appointment of Mr. Reji Abraham (DIN:03321887), as independent director of the company

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

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI LODR Regulations 2015 the consent of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Reji Abraham (DIN:03321887) as an Independent Director of the Company, who was appointed as additional Director in its meeting held on 31st, October, 2023, for a period of 5 years with effect from 31st October, 2023 to 30th October, 2028.”

3. Appointment of Mr. Jaison George (DIN:00502736) as chief financial officer of the company:

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

“RESOLVED THAT pursuant to section 2(19) & section 203 read with rules made there under and other applicable provisions of the companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI LODR Regulations 2015 and other enactments for the time being in force the consent of the shareholders of the company be and is hereby accorded for ratifying the appointment of Mr. Jaison George, as chief financial officer (CFO) of the Company, who was appointed as CFO by the Board in its meeting held on 31st, October, 2023 on the recommendations of the Nomination

and Remuneration Committee, with effect from 31st October 2023 to perform the duties as specified in the applicable laws and regulations of the company and such functions as may deem fit, remuneration as may be fixed by the Board, by the board of directors of the company.

FURTHER RESOLVED THAT Mr. VENKATA RAMA MOHAN RAJU JAMPANA, the Managing Director of the company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above stated resolutions.”

**For and on behalf of the Board of Directors
Hindustan Bio Sciences Limited**

**Place: Hyderabad
Date: 04-12-2023**

**Sd/-
Venkata Rama Mohan Raju Jampana
Managing Director
(DIN: 00060800)**

NOTES

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 such proxy need not be a member of the Company.
2. Proxy, in order to be effective must be deposited at the Company's Registered Office at Plot No.31 Sagar Society Road No.2, Banjara Hills, Hyderabad-500034, Telangana, not less than 48 hours before the time for holding the Meeting.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No.MGT.11 annexed herewith.
4. The members are requested to please forward all the correspondence relating to transfers, change of address, requests for dematerialization of shares and all matters pertaining to shares to the Registrars and Transfer Agents M/s Venture Capital and Corporate Investments Pvt Ltd, AURUM", 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500032, email : investor.relations@vccipl.com Landline: 040-23818475/35164940
5. The explanatory statement for seeking appointment of the directors and CFO of the company is also annexed as per the Section 102 of the Companies Act, 2013 and applicable provisions of SEBI (LODR) Regulations 2015.
6. Pursuant to Section 108 of the Companies Act, 2013 read with 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting, "EGM" by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL)

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period.

Commencement of e-voting: from 9.00 AM IST on 26.12.2023 to 5.00 PM on 28.12.2023

7. E-Voting shall not be allowed beyond 5.00 PM on 28.12.2023, during the e-Voting period, shareholders of the Company, holding shares in physical form or in dematerialized form as on 22.12.2023 may cast their vote electronically.
8. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
9. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.

10. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extraordinary General Meeting.
11. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.hindustanbiosciences.in>. The Notice calling the EGM can be accessed from the website of the BSE Limited at www.bseindia.com. The EGM Notice along with annual report is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
13. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the EGM.

15. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

16. The voting period begins on 26.12.2023 at 09.00 A.M. and ends on 28.12.2023 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.12.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
17. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

18. LOGIN METHOD FOR E-VOTING:

Applicable only for Individual Members holding securities in Dematerialised mode.

LoginMethodforIndividualmembersholdingsecuritiesindematmodeisgivenbelow:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

- (ii) 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.
- (iii) 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"> 1) Users who have opted for CDSL Easy / 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 Easy / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easy / 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 & 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. 3) If the user is not registered for Easy/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) 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: https://eservices.nsd.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for I D e A S “ P o r t a l o r c l i c k a t https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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.

Help desk 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <HINDUSTAN BIO SCIENCES LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.

- (xv) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 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 pharma.hindustanbio@gmail.com (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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. 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/RTAemailid.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

4. Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the Cut-off date, being 22nd December, 2023 (For Agenda items 1 to 3) to exercise their right to vote by electronic means i.e. remote e-voting, on the business specified in the Notice convening the EGM of the Company as mentioned above.

Kindly note that, the remote E-voting portal will open for voting from 9.00 a.m. on 26th December, 2023 and will remain open throughout on all the days up to 5.00 p.m. on 28th December, 2023 (both days inclusive). If you desire to cast your vote by using remote e-voting, you can do so by accessing the link www.evotingindia.com and logging-in by using your user ID and password, as above, during the period when the portal is open for E-voting.

Please note that once you have cast your vote, you will not be allowed to modify it subsequently.

E-Voting is optional and those who have not exercised remote E-Voting option can cast their votes at the voting to be conducted during the EGM at Venue on Friday, 29th December 2023, as per instructions provided in the Notice of EGM.

In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads sections of If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

5. Those members who have registered their email IDs with the Company / their respective Depository Participants are being forwarded Annual report containing the login ID and password for e-voting along with process, manner and instructions by e- mail. For others the copy of Annual report can be down loaded for the Company's w e b s i t e : www.hindustanbiosciences.in and BSE Limited website: bseindia.com.
6. The Company has appointed Sri V B S S Prasad, Practicing Company Secretary (FCS No : 4605), as Scrutinizer for conducting the e-voting process for the Extra Ordinary General Meeting in a fair and transparent manner.
7. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e- voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman / Whole Time Director of the Company.

**For and on behalf of the Board of Directors
Hindustan Bio Sciences Limited**

**Place: Hyderabad
Date: 04-12-2023**

**Sd/-
Venkata Rama Mohan RajuJampana
Managing Director
(DIN: 00060800)**

EXPLANATORY STATEMENT**PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No 1:Regularization of Mr. Jaison George (DIN:00502736) as the director of the company:**

As it is necessary to maintain the Board of Directors composition after the resignation of the director Mr. Varun Varma, the board of directors on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Jaison George as the additional director of the company on 31-10-2023. As per Regulation 17(1)(IC) of the SEBI LODR Regulations 2015, appointment of a person on the board of directors of the company needs to be ratified by the shareholders of the company within a period of 3 months from the date of appointment. To facilitate the regularization of Mr. Jaison George, the board of directors called the EGM for the consent of the shareholders of the company.

Hence an ordinary resolution placed before the shareholders for their approval for the regularization of the director.

Item No 2:Appointment of Mr. Reji Abraham (DIN:03321887), as independent director of the company:

The Board of directors of the company, on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Reji Abraham (DIN:03321887), as an independent director of the company subject to the approval of the Shareholders of the company. As per Regulation 17(1)(IC) of the SEBI LODR Regulations 2015, appointment of a person on the board of directors of the company needs to be ratified by the shareholders of the company within a period of 3 months from the date of appointment. . To facilitate the regularization of Mr. Reji Abraham (DIN:03321887),, the board of directors called the EGM for the consent of the shareholders of the company

Hence an ordinary resolution placed before the shareholders for their approval for the appointment of Mr. Reji Abraham (DIN:03321887), as independent director of the company

Item No 3: Appointment of Mr. Jaison George (DIN:00502736) as chief financial officer of the company:

The Board of directors of the company, on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Jaison George (DIN:00502736), as Chief Financial Officer of the company subject to the approval of the Shareholders of the company.

Hence an ordinary resolution placed before the shareholders for their approval for the appointment of Mr. Jaison George (DIN:00502736), as Chief Financial Officer of the company

None of the Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolutions set out in the notice.

Brief Profile of the Director/CFO seeking appointment, as set out in this Notice, in terms of SEBI (LODR) Regulations & other regulatory provisions.

1	Name of the Director (s)	Mr. Jaison George
2	Director Identification Number (DIN)	00502736
3	Date of birth	21/02/1965
4	Age	58 years
5	Date of first Appointment on the Board	31-10-2023
6	Qualifications	BSc graduate from University of Calicut
7	Detailed profile including skills and capabilities	<p>Worked as Senior Advisor for Pharma/Medical devices for several companies</p> <p>JAISON GEORGE, BSc graduate from University of Calicut, a strategic business professional with 38 years of experience in the pharmaceutical industry. Demonstrated ability to develop and implement innovative marketing strategies that enhance brand visibility, drive revenue growth, and to achieve business objectives. He is an efficient entrepreneurial professional with extensive experience across sales, business development, product branding, product launching, market research and analysis. He acted as the Chairman and Managing director of Megasys Biotek Pvt Ltd, leading and one of the first WHO GMP pharmaceutical company based at Kochi</p>
8	Nature of expertise in specific functional areas	He acquired expertise in Marketing strategies which are very much essential for the success of business activities of companies
9	Terms & conditions of appointment and proposed remuneration to be paid	N A
10	Shareholding in the Company including as a beneficial owner	66205
11	Number of Board meetings attended during the FY 2022-23	N A
12	Number of Committee meetings attended during the FY 2022-23	N A
13	Directorship held in other companies / listed entities	<ol style="list-style-type: none"> 1. Harvey Life Sciences Private Limited 2. Doc & Med Healthcare Private Limited 3. Kainopharm Limited
14	Details of listed entities from which resigned in the past three years	N A
15	Membership/ Chairmanship of Committee across all public companies other than Hindustan Bio Sciences Limited	N A
16	Relationship with Directors & KMP inter-se	No inter-se relationship with any other Director or KMP of the Company

Brief Profile of the Independent Director seeking appointment, as set out in this Notice, in terms of SEBI (LODR) Regulations & other regulatory provisions.

1	Name of the Director (s)	Mr. Reji Abraham
2	Director Identification Number (DIN)	03321887
3	Date of birth	15/05/1969
4	Age	54 years
5	Date of first Appointment on the Board	31-10-2023
6	Qualifications	B pharm graduate from Bangalore University
7	Detailed profile including skills and capabilities	<p>Worked as Senior Advisor for Pharma/Medical devices for several companies</p> <p>REJI ABRAHAM is a B pharm graduate from Bangalore University, a dynamic & Progressive professional with 31 years of experience in Strategic Planning, Budget planning, Team Management and Team Building., He spent more than thirty-one years in the pharmaceutical manufacturing facilities, and served as chief production manager, Technical director and facility consultant. He performed a wide variety of field inspection works in the finished pharmaceutical dosage forms and medical devices, cosmetics, food and dietary supplement manufacturing. He was Senior Manager of Quality Programs and Projects at I tech solutions services where he was the lead consultant for the internal quality and supplier audits program, quality system development. He has practical industry experience with pharmaceuticals, medical devices, and dietary supplements products/processes in the areas of development, improvement, and implementation of sound Quality Systems that are efficient, sustainable, and compliant with FDA regulations.</p>
8	Nature of expertise in specific functional areas	Pharmaceutical manufacturing facilities
9	Terms & conditions of appointment and proposed remuneration to be paid	Appointment period of 5 years with effect from 31 st October, 2023 to 30 th October, 2028."
10	Shareholding in the Company including as a beneficial owner	NIL
11	Number of Board meetings attended during the FY 2022-23	N A
12	Number of Committee meetings attended during the FY 2022-23	N A
13	Directorship held in other companies / listed entities	Harvey Laboratories Private Limited
14	Details of listed entities from which resigned in the past three years	N A
15	Membership/ Chairmanship of Committee across all public companies other than Hindustan Bio Sciences Limited	N A
16	Relationship with Directors & KMP inter-se	No inter-se relationship with any other Director or KMP of the Company

FORM No. MGT-12 : POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER FOR AN EXTRA ORDINARY GENERAL MEETING

S. No.	Particulars	Details
1.	Name of the first Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered Folio No*/Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S.No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from The resolution
	ORDINARY RESOLUTION			
1.	“RESOLVED THAT pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI LODR Regulations 2015 the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Jaison George (DIN:00502736) as the Director liable to retire by rotation of the Company, who was appointed as additional Director by the Board with effect from 31 st October, 2023.”			
2.	“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI LODR Regulations 2015 the consent of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Reji Abraham (DIN:03321887) as an Independent Director of the Company, who was appointed as additional Director in its meeting held on 31 st , October, 2023, for a period of 5 years with effect from 31 st October, 2023 to 30 th October, 2028.”			

<p>3.</p>	<p>“RESOLVED THAT pursuant to section 2(19) & section 203 read with rules made there under and other applicable provisions of the companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI LODR Regulations 2015 and other enactments for the time being in force the consent of the shareholders of the company be and is hereby ratified for the appointment of Mr. Jaison George, as chief financial officer (CFO) of the Company, who was appointed as CFO by the Board in its meeting held on 31st, October, 2023 on the recommendations of the Nomination and Remuneration Committee, with effect from 31st October 2023 to perform the duties as specified in the applicable laws and regulations of the company and such functions as may deem fit, remuneration as may be fixed by the Board, by the board of directors of the company.</p> <p>FURTHER RESOLVED THAT Mr. VENKATA RAMA MOHAN RAJU JAMPANA, the Managing Director of the company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above stated resolutions.”</p>			
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Place: Hyderabad

Date:

Signature of the Share Holder /Proxy

Notes:

Please read the below instructions carefully before exercising your vote:

- 1) If you vote “For” the resolution, put a (“) mark in the “For” Column.
- 2) If you vote “Against” the resolution, put a (“) mark in the “Against” Column.
- 3) Ballot/ Poll Paper incomplete in any respect is liable to be treated as invalid.
- 4) The shareholder can use his votes differently. In that case, the vote should be recorded by inserting the number of shares in one or all columns.
- 5) Any of the joint holders is entitled to vote. However, if two or more joint holders are personally present at the meeting then the shareholder whose name stands first or higher (as the case may be) is alone entitled to vote.
- 6) Joint holder attending the meeting should write the name of first holder as also his name in the Ballot / Poll Paper.
- 7) In case of shareholders voting in person, signature affixed on this Ballot /Poll Paper should be as per the specimen signature lodged with the Company.
- 8) After filling the Ballot / Poll Paper, please deposit the same in the ballot box.

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: L26942TG1991PLC013564

Name: HINDUSTAN BIO SCIENCES LIMITED

Registered Office: PLOT NO.31SAGAR SOCIETY ROAD NO.2, BANJARAHILLS HYDERABAD
TG 500034 Telangana.

Name of the Member (s)	
Registered Address	
E-mail Id:	
Folio No /Client Id:	
DP Id:	

I/We, being the member(s) of equity shares of the above-named company, hereby appoint

1. Name : Address: E-mail Id: or failing him	
1. Name : Address: E-mail Id: or failing him	
1. Name : Address: E-mail Id: or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at an Extra-Ordinary General Meeting of the company, to be held on Friday, 29.12.2023 at 10.00 A.M. at the registered office of the company at PLOT NO.31SAGAR SOCIETY ROAD NO.2, BANJARAHILLS HYDERABAD TG 500034, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	S. No.	
Ordinary	1.	<p>“RESOLVED THAT pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI LODR Regulations 2015 the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Jaison George (DIN:00502736) as the Director liable to retire by rotation of the Company, who was appointed as additional Director by the Board with effect from 31st October, 2023.”</p>
	2.	<p>“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI LODR Regulations 2015 the consent of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Reji Abraham(DIN:03321887) as an Independent Director of the Company, who was appointed as additional Director in its meeting held on 31st, October, 2023, for a period of 5 years with effect from 31st October, 2023 to 30th October, 2028.”</p>
	3.	<p>“RESOLVED THAT pursuant to section 2(19) & section 203 read with rules made there under and other applicable provisions of the companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI LODR Regulations 2015 and other enactments for the time being in force the consent of the shareholders of the company be and is hereby ratified for the appointment of Mr. Jaison George, as chief financial officer (CFO) of the Company, who was appointed as CFO by the Board in its meeting held on 31st, October, 2023 on the recommendations of the Nomination and Remuneration Committee, with effect from 31st October 2023 to perform the duties as specified in the applicable laws and regulations of the company and such functions as may deem fit, remuneration as may be fixed by the Board, by the board of directors of the company.</p> <p>FURTHER RESOLVED THAT Mr. VENKATA RAMA MOHAN RAJU JAMPANA, the Managing Director of the company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above stated resolutions.”</p>

Signed this _____ day of 2023

Signature of Shareholder: _____ Signature of Proxy holder(s):

Affix
Revenue
Stamp

Notes:

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.

If undelivered please return to :

HINDUSTAN BIO SCIENCES LIMITED

H.No.8-2-269/S, Plot No.31,
Sagar Co-Operative Housing Society,
Road No.2, Banjara Hills,
Hyderabad – 500 034