

LETTER OF APPOINTMENT

Date: _____

(Name of Independent Director)

(Address of Independent Director)

Sub: **Your appointment as an independent director (“Independent Director”) on the board of directors of Cohizon Life Sciences Limited (erstwhile known as Sajjan India Limited) (the “Company”)**

Dear _____,

1. We are excited to welcome you as an Independent Director on the board of directors the Company (“**Board**”).
2. The terms covering your engagement with the Company (“**Terms of Engagement**”) are enclosed herewith for your kind attention.

Thanking you,

For Cohizon Life Sciences Limited

Signature of authorized signatory

Encl.:

- (1) Terms of Engagement with the Company

TERMS OF ENGAGEMENT WITH THE COMPANY

1. DESIGNATION AND TERM OF OFFICE

You shall be appointed as an Independent Director of the Board with effect from the date on which all corporate authorizations of the Company have been obtained (“**Effective Date**”), and you will continue to serve as an Independent Director of the Board unless you cease to be a director in accordance with Clause 11 (*Vacation of Office*).

2. COMMITTEES OF THE BOARD

During the tenure of office, you may be required to serve on 1 (one) or more of the committees of the Board (“**Committee**”), including but not limited to the Audit Committee and Nomination and Remuneration Committee. Upon your appointment to any 1 (one) or more Committees, you shall be provided with the appropriate terms of reference of the Committee, in accordance with the applicable law, charter documents and policies of the Company.

3. TIME COMMITMENT

You shall be required to commit such time to the Company as is reasonably expected of an Independent Director. As a basic commitment, it is expected that you devote not less than 18 (eighteen) days of your professional time per annum towards the fulfilment of your duties as an Independent Director of the Company.

4. DUTIES, ROLES AND RESPONSIBILITIES

4.1. As an Independent Director, you have the same general legal responsibilities to the Company as any other director on the Board. You are expected to perform your duties (whether statutory or fiduciary) diligently and to a standard commensurate with the functions of your role and your knowledge, skills and experience.

4.2. As an Independent Director, you are expected to, *inter alia*:

4.2.1. assist the Company for exploring and assessing additional business opportunities within the chemical and agrochemical industry, contribute insights to strategic planning and actively network with industry stakeholders to identify potential partnerships and business collaborations;

4.2.2. support the Company in achieving operational excellence, formulating strategic directives and assist in developing necessary human resource capabilities for the Company to meet its objectives;

4.2.3. enhance the external image and overall brand of the Company by assisting in formulating branding strategies, name change of the Company and participating in confidence-building initiatives with experienced professionals in the chemical and agrochemical industry;

4.2.4. contribute to business development initiatives by actively engaging in key customer and relationship meetings and relatedly, aligning with relevant teams of the Company as deemed appropriate and necessary;

4.2.5. act in accordance with the applicable laws, charter documents and policies of the Company;

4.2.6. exercise your duties with due and reasonable care, skill and diligence;

- 4.2.7. fulfill the duties expected of an independent director as contemplated under the applicable law, including the Companies Act, 2013;
 - 4.2.8. not involve yourself in a situation which may impact the reputation and / or brand of the Company;
 - 4.2.9. not allow any extraneous considerations that may vitiate your exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision-making;
 - 4.2.10. refrain from any action that could lead to a loss of your independence;
 - 4.2.11. ensure that if circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly; and
 - 4.2.12. not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- 4.3. While performing the duties or otherwise, unless authorised by the Board, you shall not make any commitments, guarantees, representations or warranties of any kind with respect to any member of the Company, nor commit any member of the Company to any legally binding agreement(s) or hold yourself out as an employee or officer of the Company.

5. **SITTING FEES AND BENEFITS**

- 5.1. In consideration of being an Independent Director on the Board of the Company, you shall be entitled to receive a sitting fee of _____ (“**Sitting Fees**”) for each meeting of the Board and / or Committee attended by you, in your capacity as an Independent Director .
- 5.2. The Sitting Fees shall be inclusive of all applicable taxes, except for the goods and services tax which shall be borne by the Company. You shall be required to cooperate with the Company and furnish any documents and / or information required by the Company for paying the applicable goods and services tax.
- 5.3. The payment of the Sitting Fees shall be subject to any withholding taxes required to be deducted at source by the Company as per the (Indian) Income-Tax Act, 1961. You shall be responsible for the taxes that are required to be paid by you in connection with the fees and benefits, provided by the Company under this Clause 5 (*Sitting Fees and Benefits*).
- 5.4. Reimbursement of Travel Expenses: In accordance with the policies of the Company, you shall also be entitled to reimbursement of travel expenses that is reasonably incurred by you in connection with the performance of your duties and responsibilities hereunder, provided that you shall promptly and properly account for such expenses as per the applicable policies. To the extent, you are required to utilize air travel for any Business related activities and / or functions, you shall be entitled to not less than business class air travel, when available.
- 5.5. Other than the Sitting Fees and benefits set out in this Clause 5 (*Sitting Fees and Benefits*), you shall not be entitled to any other form of compensation, benefit or remuneration (including without limitation, provident fund, gratuity and leave encashment and employee stock options).

6. **CONFLICT OF INTEREST**

6.1. You represent and warrant that:

- 6.1.1. you are not disqualified to act as and discharge your role as an Independent Director;
- 6.1.2. you are not a party to any agreement that restricts your right or ability to freely carry out your duties as an Independent Director or restrict or in any way interfere or conflict with your ability to perform your duties, responsibilities and services as an Independent Director; and
- 6.1.3. your appointment as an Independent Director and the performance of your obligations under the Terms of Engagement does not and will not conflict with or result in any breach or default under any agreement or instrument binding upon you.

6.2. During the Non – Compete Period, you shall not serve on the boards of, or in any way be associated with (whether in an executive capacity, advisory capacity or otherwise), partner with, consult, or provide any service to, a Competitor of the Company and shall adhere to applicable good corporate governance practices and the policies of the Company.

6.3. For the purposes of this Terms of Engagement:

6.3.1. “**Business**” means:

- (a) the business undertaken by the Company from time to time, including without limitation: (i) the business of research, development, licensing, manufacturing, sale and trading of key starting materials, intermediates, active ingredients and other materials of agrochemicals, and specialty chemicals, which have application in either agriculture, pigments, photo-initiators or dyestuff; and (ii) the business of contract research, contract development and contract manufacturing of key starting materials, intermediates, active ingredients and other materials of agrochemicals, photo-initiators and specialty chemicals, which have application in agriculture, pigments, photo-initiators or dyestuff; or
- (b) the business of research, development, licensing, manufacturing, sale and trading of key starting materials, intermediates, active ingredients, active pharmaceutical ingredients, and any other materials, which have application in pharmaceuticals; or
- (c) the business of contract research, contract development and contract manufacturing of key starting materials, intermediates, active ingredients, active pharmaceutical ingredients, and any other materials, which have application in pharmaceuticals.

6.3.2. “**Competitor**” means any person who (or whose affiliate), directly or indirectly, whether through commercial arrangements, or on his own account or in partnership with or by joint ventures, invests in, carries on, conducts, has an economic or beneficial interest in, controls, participates in or is engaged in any undertaking, business or Person, in each case, that competes with the Business (or any part thereof).

6.3.3. “**Non – Compete Period**” means the period commencing from the Effective Date and expiring 6 (six) months after the date you cease to be an Independent Director of the Company. Provided that, in relation to a Competitor conducting its business operations in India, such period shall mean the period commencing from the Effective Date and expiring 12 (twelve) months after the date you cease to be an Independent Director of the Company.

6.4. During your term, you agree to promptly (and not later than 1 (one) day), notify the Company: (a) if you are appointed, and / or cease to be a director in any company, and (b) if there is any change in the terms of your appointment as a director in any company, and, in each case, provide such other disclosures and intimations as may be required under the Companies Act, 2013 or applicable law.

7. **NON-SOLICIT**

7.1. You covenant that, for the Non – Compete Period, you will not: (a) hire or solicit the employment of any employee of the Company; or (b) solicit, encourage or induce or attempt to solicit, encourage or induce any: (i) current employee, officer, director, marketing agent, consultant or independent contractor of the Company to terminate his or her employment, agency or consultancy with the Company; or (ii) prospective employee with whom the Company has had discussions or negotiations not to establish a relationship with the Company; or (c) induce or attempt to induce any current client or customer to: (i) terminate its relationship with the Company, or (ii) establish, engage in or conduct business with any entity engaged in the same lines of business as the Company; or (d) induce any potential client or customer with whom the Company has had discussions or negotiations: (i) not to establish a relationship with the Company, (ii) to establish, engage in or conduct business with any entity engaged in the same lines of business as the Company; or (e) conduct any business transactions, make any purchases, or communicate with the Company’s vendors, regarding the Company’s business.

7.2. You agree that the restrictions contained in Clause 6 (*Conflict of Interest*) and this Clause 7 (*Non-Solicit*) are reasonable and necessary for the protection of the interests of the Company and the commission payable to you pursuant to Clause 5 (*Sitting Fees and Benefits*) is sufficient consideration for you to be bound by the restrictions contained herein.

8. **CONFIDENTIALITY**

8.1. You acknowledge that during the course of your engagement with the Company: (a) you may have access to, or possession of, confidential information about, or belonging to, prepared by or on behalf of, or furnished to, the Company; and (b) your engagement with the Company shall bring you into close contact with many confidential affairs of the Company, including without limitation, (i) business information including information relating strategies, transactions, processes, methods, and discussions in which any of the Company’s directors, employees, and / or consultants have been engaged/involved in; (ii) financial information, including, budgets, projections, targets, fees, commissions, revenue calculations, promotion campaigns, pricing agreements, sales figures, financial statements, costing, profit margins, profit expectations of the Company; (iii) other non-public confidential or proprietary knowledge or any other data or information of the Company, and (iv) any copies of the above mentioned information (“**Confidential Information**”). You acknowledge that the existence, and terms, of this Terms of Engagement are “Confidential Information”.

- 8.2. Any Confidential Information, which may come to your knowledge, in the performance of your duties and role as stated herein, must not be divulged, except in so far as:
- 8.2.1. may be necessary in connection with the proper performance of your role and / or duties to the Company subject to prior written approval of the Board of the Company tendered to you in the said connection;
 - 8.2.2. the Company may, from time to time, authorise you to disclose the confidential information with the condition that you shall take all reasonable precautions to use the said information for the limited purpose of its use; or
 - 8.2.3. you may be required by applicable law to disclose, subject to prior written intimation tendered by you to the Company along with the details thereof.
- 8.3. It is acknowledged by you that all the Confidential Information that shall be acquired by you during your appointment and / or engagement with the Company shall be confidential to the Company and the same shall not be released, either during engagement or following the cessation of your engagement to any third parties and you undertake to preserve the same in the strictest confidence. Upon cessation of your engagement with the Company, for any reason whatsoever, you shall, within a period of 15 (fifteen) days from the date of such cessation (or such shorter period as may be communicated to you), return all the Confidential Information acquired by you during your engagement with the Company.

9. **NON – DISPARAGEMENT**

During the period of your engagement with the Company and thereafter (regardless of the reason for cessation of engagement with the Company), you shall not at any time without limitation, publish or communicate any disparaging remarks, comments or statements concerning the Company, the shareholders of the Company, the affiliates of the shareholders, group companies and / or their respective shareholders or directors.

10. **D&O INSURANCE**

You shall be covered by the customary Directors' and Officers' Liability Insurance ("D&O Policy") which the Company has availed to pay for the personal liability of its directors and officers against any claims (if any) that shall be made against them while serving on the Board.

11. **VACATION OF OFFICE**

- 11.1. You shall cease to be an Independent Director and your office shall be vacated upon the occurrence of the following events:
- 11.1.1. upon the expiry of the maximum tenure prescribed for an independent director under applicable law;
 - 11.1.2. if the Company has issued a prior written notice of 3 (three) months requesting you to vacate your office as an Independent Director, then upon expiry of such notice you shall automatically cease to be an Independent Director of the Company; or
 - 11.1.3. a material breach of your obligations under this Terms of Engagement, which breach is not cured within a period of 30 (thirty) days.
- 11.2. You may resign from the directorship of the Company by issuing a 3 (three) month prior written notice to the Company stating detailed reasons for the same.

- 11.3. On and from the date you cease to be an Independent Director or vacate the office of an Independent Director, you shall not be entitled to any payments, benefits, fees or commissions, including without limitation, the payments, benefits, fees or commissions that may have accrued prior to the date of you ceasing to be an Independent Director.
- 11.4. Effect of Vacation of Office:
- 11.4.1. Upon the cessation of your directorship with the Company, you shall promptly (and no later than the date of cessation) return to the Company or to its nominees any Confidential Information, including copies thereof irrespective of storage or presentation medium, and any other material containing or disclosing any Confidential Information which is in your possession, power and control, or at the option of the Company, destroy all such Confidential Information and not make or retain any copies of such Confidential Information. Until such time as all such Confidential Information is returned or destroyed, the Company may initiate legal proceedings for recovery of the same, be entitled to be compensated by you for any loss arising due to the misuse of the Confidential Information of the Company contrary to the provisions of this Terms of Engagement. On the date of termination, you shall certify that you have complied with the obligations under this Clause.
- 11.4.2. Upon the cessation of your directorship you undertake to unconditionally, and irrevocably: (a) waive any payments, benefits, dues, duties, debts, amounts, or items of value that are due or payable to you from the Company, its shareholders, affiliates, directors, officers, or employees, and (b) waive, release, acquit, and forever discharge the Company, its directors (present and future), officers, shareholders, affiliates, agents, and employees from all proceedings (in law or in equity), demands, claims, and causes of action.

12. MISCELLANEOUS

- 12.1. Jurisdiction: Your engagement with the Company and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) is governed by and shall be construed in accordance with the laws of India and your engagement shall be subject to the jurisdiction of the courts of Mumbai.
- 12.2. Independent Contractor Relationship: Your relationship with the Company will be that of an independent contractor, and not that of an employee, agent or partner of the Company. Nothing contained in this Terms of Engagement shall be interpreted or construed as creating or establishing the relationship of an employer and employee between the Company and you.
- 12.3. Entire Agreement: This Terms of Engagement constitutes the entire terms and conditions of your engagement with the Company and supersedes any prior agreements, representations or communications (written or oral) between the Company and you.
- 12.4. Amendment: Any amendment or modification of the Terms of Engagement shall be mutually agreed in writing between the Company and you.
- 12.5. Survival: The provisions of Clause 6 (*Conflict of Interest*), Clause 7 (*Non-Solicit*), Clause 8 (*Confidentiality*), Clause 9 (*Non-Disparagement*), Clause 11 (*Vacation of Office*), and Clause 12 (*Miscellaneous*) shall survive the cessation of your directorship and the Letter of Appointment.

(signature pages follow)

For Cohizon Life Sciences Limited

Signature of authorized signatory

ACCEPTED AND ACKNOWLEDGED

(Name of Independent Director)

Signature

NOTICE OF THE 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **40TH ANNUAL GENERAL MEETING** (“40th AGM” in short) of the members of **SAJJAN INDIA LIMITED** will be held on **TUESDAY, AUGUST 29, 2023, AT 2.30 PM (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at **SHORTER NOTICE** to transact the business as mentioned hereinbelow. The venue shall be deemed to be the Registered Office of the Company situated at 14th Floor, Tower A, Urmi Estate, 95, Ganapatrao Kadam Marg, Lower Parel (W), Mumbai, Maharashtra 400013, India.

ORDINARY BUSINESS

1. **To consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2023, consisting of the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors and Auditors thereon.**

“RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2023, consisting of the Balance Sheet, and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted;

RESOLVED FURTHER THAT any of the directors and / or Asst. Company Secretary of the Company be and is hereby authorized to do all such acts/ deeds/ things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

2. **To appoint a director in place of Mr. Anant Jain (DIN:06648006), who retires by rotation and being eligible, offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 read with and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, **Mr. Anant Jain (DIN:06648006)**, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any of the directors and / or Asst. Company Secretary of the Company be and is hereby authorized to do all such acts/ deeds/ things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

SPECIAL BUSINESS

3. **To approve the appointment of Dr. Thierry Andre O Bogaert (DIN:09772337) as a Non-Executive Director:**

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable sections of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Associations of the Company and other applicable laws, and based on the recommendations of Nomination and Remuneration Committee and approval of Board, **Dr. Thierry Andre O Bogaert (DIN:09772337)** who was appointed as Additional Director of the Company with effect from December 27, 2022, pursuant to section 161(1) of the Act, be and is hereby appointed as Non-Executive Director of the Company, and the period of his office shall be liable to retire by rotation;

RESOLVED FURTHER THAT any of the Directors and/ or Assistant Company Secretary of the Company be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

4. **To approve the appointment of Ms. Jasmine Makkar (DIN: 10170742) as a Non-Executive Director:**

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable sections of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Associations of the Company and other applicable laws, and based on the recommendations of Nomination and Remuneration Committee and approval of Board, Ms. Jasmine Makkar (10170742) who was appointed as Additional Director of the Company with effect from May 29, 2023, pursuant to section 161(1) of the Act, be and is hereby appointed as Non-Executive Director of the Company, and the period of her office shall be liable to retire by rotation;

RESOLVED FURTHER THAT, any of the Directors and/ or Assistant Company Secretary of the Company be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

5. **To approve the ‘Sajjan India Limited – Employee Stock Option Scheme 2023’:**

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, as amended and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include Nomination and Remuneration Committee constituted by the Board or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded for the adoption of the **Sajjan India Limited – Employee Stock Option Scheme 2023 (the "ESOP Scheme")** and the Board be and is hereby authorized to create, grant, offer, issue and allot, from time to time, in one or more tranches, a maximum of 1,79,050 (One Lakh Seventy-Nine Thousand Fifty Only) employee stock options (being 5% of the issued, subscribed and paid-up share capital of the Company) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) ("**Options**") to such employees and persons as may be allowed to be eligible for the benefits of the ESOP Scheme under applicable laws and regulations prevailing from time to time ("**Employees**"), on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP Scheme and in due compliance with the applicable laws, rules and regulations:

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect the ESOP Scheme and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate the ESOP Scheme, subject to compliance with the Act and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme as also to initiate all necessary actions for the preparation and filing of any documents, forms, application or any other documents as may be required to be filed to the appropriate Authorities, Parties and Institutions for their requisite approvals, in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors or Whole-Time Director and Chief Executive Officer of the Company with a power to further delegate to any executive or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

6. **To approve the grant of 91,193 options under the ESOP Scheme to identified employees:**

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the

memorandum and articles of association of the Company and other applicable laws for the time being in force (in each case, including any amendment thereto or modifications or re-enactments thereof from time to time), the approval of the members of the Company be and is hereby accorded for the grant of 91,193 Options to identified Employees on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP Scheme;

RESOLVED FURTHER THAT the Board shall have all necessary powers as defined in the ESOP Scheme to effect such grant, including the issuance of grant letters;

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.”

7. **To approve the Related Party Transactions for FY 2023-24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Meeting of the Board and its powers) Rules, 2014 and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts, arrangements and/or agreements with related parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatsoever nature with such related parties as mentioned in Annexure II attached hereto for the financial year 2023-24;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

For and on behalf of Board of Directors

Sajjan India Limited

RAGHUNATHAN
ANANTHANARAYAN
AN

Digitally signed by
RAGHUNATHAN
ANANTHANARAYAN
Date: 2023.08.18 12:43:44 +05'30'

Dr. Raghunathan Ananthanarayanan

Whole Time Director & Chief Executive Officer

DIN: 02231540

Date: August 18, 2023

Place: Mumbai

NOTES:

1. Ministry of Corporate Affairs has vide its General Circular Nos. 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the 40th AGM of the Company is being held through VC / OAVM on Tuesday, August 29, 2023, at 2.30 pm (IST). The deemed venue for the 40th AGM of the Company will be the registered office of the Company at 14th Floor, Tower A, Urmi Estate, 95, Ganapatrao Kadam Marg, Lower Parel (W), Mumbai, Maharashtra 400013, India.
2. 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 the 40th AGM is being convened pursuant to the MCA Circulars through VC / OAVM, where physical attendance of the member has been dispensed with, accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this 40th AGM and hence the proxy form, attendance slip for the 40th AGM are not annexed to this Notice.
3. Since the 40th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the 40th AGM through VC / OAVM are requested to send a duly certified copy of the Board Resolution by e-mail to compliance@sajjan.com authorizing their representative to attend and vote at the meeting.
5. The attendance of the Members attending the 40th AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Members can join the 40th AGM in the VC / OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Members are requested to log in to the link in order to attend the meeting. The link will be shared to Members separately.
7. In line with the MCA Circular dated May 5, 2020, and January 13, 2021, the Notice of the 40th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
8. The Notice is being sent to members in electronic form to the email addresses registered with the Company. Members whose email IDs are not registered, are requested to contact **Ms. Priya Lohani** to register the same. In line with the MCA Circulars, physical copies of the Notice are not being dispatched.
9. Since the number of members are less than 50, the voting at the meeting will be conducted by the Chairman through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act.
10. Voting rights will be reckoned based on the paid-up value of the equity shares registered in the name of the members as on August 22, 2023 ("**Cut-off date**"). Only those members whose names are recorded in the register of members of the Company on the Cut-off date will be entitled to cast their votes.

11. Members may access the electronic copies the registers, required under the Companies Act, 2013 and the Rules made thereunder by writing to the Company at compliance@sajjan.com.
12. Members who wish to inspect the relevant documents referred to in the Notice can send an email to compliance@sajjan.com up to the conclusion of this Meeting.
13. For any queries in relation to attending the 40th AGM through VC / OAVM or need any assistance with using the technology to attend the 40th AGM, you may reach out to Ms. Priya Lohani at priya.lohani@sajjan.com.
14. In case of a poll on any resolution at the 40th AGM, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails can only be sent to Ms. Priya Lohani and the email ID is priya.lohani@sajjan.com

For and on behalf of Board of Directors

Sajjan India Limited

RAGHUNATHAN
ANANTHANARAYA
NAN

Digitally signed by
RAGHUNATHAN
ANANTHANARAYANAN
DN: cn=2023.08.18 12:44:11
+05'30'

Dr. Raghunathan Ananthanarayanan

Whole Time Director & Chief Executive Officer

DIN: 02231540

Date: August 18, 2023

Place: Mumbai

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the **41ST ANNUAL GENERAL MEETING** (“41st AGM” in short) of the members of **SAJJAN INDIA LIMITED** will be held on **THURSDAY, AUGUST 22, 2024, AT 2:00 PM (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the business as mentioned hereinbelow. The venue shall be deemed to be the Registered Office of the Company situated at 14th Floor, Tower A, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai, Maharashtra 400013, India.

ORDINARY BUSINESS

1. **To consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2024, consisting of the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors and Auditors thereon.**

“RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2024, consisting of the Balance Sheet, and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted;

RESOLVED FURTHER THAT any of the Directors and / or Company Secretary and / or the Asst. Company Secretary of the Company be and are hereby authorized to do all such acts/ deeds/ things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

2. **To appoint a director in place of Mr. Siddharth Tapaswin Patel (DIN: 07803802), who retires by rotation and being eligible, offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 read with and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, Mr. Siddharth Tapaswin Patel (DIN: 07803802), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any of the Directors and / or Company Secretary and / or Asst. Company Secretary of the Company be and are hereby authorized to do all such acts/ deeds/ things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

SPECIAL BUSINESS

3. **To approve the appointment of Mr. Devendra Kumar Ray (DIN: 09324667) as a Whole-time Executive Director:**

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable sections of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Associations of the Company and other applicable laws, and based on the recommendations of Nomination and Remuneration Committee and approval of Board, Mr. Devendra Kumar Ray (DIN: 09324667) who was appointed as Additional Director of the Company, be and is hereby appointed as a Whole-time Executive Director

of the Company, for a period of 5 years, with effect from October 25, 2023, unless terminated in accordance with the Employment Agreement entered into between the Company and Mr. Devendra Kumar Ray pursuant to section 161(1) of the Act and the period of his office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT any of the Directors and / or Company Secretary and/ or Assistant Company Secretary of the Company be and are hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution. "

4. **To approve the appointment of Mr. Anurag Surana (DIN: 00006665) as Chairman and Non-Executive Director:**

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable sections of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Associations of the Company and other applicable laws, and based on the recommendations of Nomination and Remuneration Committee and approval of Board, Mr. Anurag Surana (DIN: 00006665) who was appointed as Additional Director of the Company with effect from November 25, 2023, pursuant to section 161(1) of the Act, and redesignated as Chairman and Additional Non-Executive Director with effect from April 17, 2024, be and is hereby appointed as Chairman and Non-Executive Director of the Company, and the period of his office shall be liable to retire by rotation;

RESOLVED FURTHER THAT, any of the Directors and / or Company Secretary and/ or Assistant Company Secretary of the Company be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution. "

5. **To approve the appointment of Mr. Amit Soni (DIN: 05111144) as a Non-Executive Director:**

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable sections of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Associations of the Company and other applicable laws, and based on the recommendations of Nomination and Remuneration Committee and approval of Board, Mr. Amit Soni (DIN: 05111144) who was appointed as Additional Director of the Company with effect from November 25, 2023, pursuant to section 161(1) of the Act, be and is hereby appointed as Non-Executive Director of the Company, and the period of his office shall be liable to retire by rotation;

RESOLVED FURTHER THAT, any of the Directors and / or Company Secretary and/ or Assistant Company Secretary of the Company be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution. "

6. **To approve the appointment of Mr. Rajan Gajaria (DIN: 10145792) as Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 (1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, in each case as amended from time to time, and all applicable rules (including any modification, re-enactment or amendment(s) thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time), the articles of association of the Company and the letter of appointment to be issued by the Company, Mr. Rajan Gajaria (DIN: 10145792), who was

appointed as an Additional Independent Director by the board of directors of the Company ("Board") based on the recommendation of the Nomination and Remuneration Committee with effect from 22nd February, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules framed thereunder, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of 5 years, with effect from February 22, 2024.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign, execute and submit all necessary documents, forms and applications, (including but not limited to filing the relevant forms with the relevant jurisdictional Registrar of Companies), updating of relevant statutory registers and pay necessary fees on behalf of the Company, with the relevant authorities and to do all such acts, deeds, and things as may be necessary or expedient to give effect to the above resolution(s) for appointment of Mr. Rajan Gajaria (DIN: 10145792) as an Independent Director on the Board.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforementioned resolutions and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any of the Directors and / or Company Secretary and / or Assistant Company Secretary of the Company be and are hereby severally authorized to issue a certified true copy of this resolution."

7. **To approve the appointment of Dr. Dirk Backhaus (DIN: 06772537) as Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 (1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, in each case as amended from time to time, and all applicable rules (including any modification, re-enactment or amendment(s) thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time), and the articles of association of the Company, the approval of the members be and are hereby accorded for the appointment of Dr. Dirk Backhaus (DIN: 06772537), who meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules framed thereunder, as the Independent Director of the Company, not liable to retire by rotation, for a term of five years, with effect from June 26, 2024, on the terms and conditions set out in the letter of appointment issued by the Company to Dr. Dirk Backhaus ("Letter of Appointment"), as recommended by the Nomination and Remuneration Committee and approved by the Board, with authority to the Board (which shall deemed to include a Committee of the Board) to alter and vary the terms and conditions of the Letter of Appointment and / or remuneration in such manner as may be agreed to between the Board and Dr. Dirk Backhaus.

RESOLVED FURTHER THAT any Director of the Company and / or Company Secretary and / or Assistant Company Secretary be and are hereby severally authorized to negotiate, execute and deliver the Letter of Appointment and any documents, agreements, deeds, in each case including any amendments or modifications thereto, with Dr. Dirk Backhaus and to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to this resolution and matters incidental thereto.

RESOLVED FURTHER THAT any Director of the Company and / or Company Secretary and / or Assistant Company Secretary be and are hereby severally authorized to sign, execute and submit all necessary documents, forms and applications, (including but not limited to filing the relevant forms with the relevant jurisdictional Registrar of Companies), updating of relevant statutory registers and pay necessary fees on behalf of the Company, with the relevant authorities and to do all such acts, deeds, and things as may be necessary or expedient to give effect to the above resolution(s) for appointment of Dr. Dirk Backhaus (DIN: 06772537) as an Independent Director on the Board of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to issue a certified true copy of this resolution."

8. **To approve the appointment of Mr. Rajesh Kumar Srivastava (DIN: 02215055) as Managing Director and Chief Executive Officer;**

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

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and any other relevant rules, circulars, notifications made thereunder, including any statutory modification, amendment or re-enactment thereof, the articles of association of the Company, the recommendation of the nomination and remuneration committee the approval of the members be and is hereby accorded for the appointment of Mr. Rajesh Srivastava (DIN: 02215055) as the Managing Director & the Chief Executive Officer of the Company, for a term of five years, with effect from April 17, 2024, unless terminated in accordance with the Employment Agreement entered into between the Company and Mr. Rajesh Srivastava (“Employment Agreement”), and is subject to re-appointment in accordance with Section 196 of the Companies Act, 2013, on the terms and conditions (including without limitation, in relation to the term of his appointment, the remuneration payable and benefits available to him) as set out in the Employment Agreement executed with Mr. Rajesh Srivastava.

RESOLVED FURTHER THAT, any Director be and is hereby authorized to negotiate, execute, and agree to any amendments to the Employment Agreement and any documents, agreements, deeds, in each case including any amendment or modification thereto, with Mr. Rajesh Srivastava and to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to this resolution and matters incidental thereto.

RESOLVED FURTHER THAT any Director of the Company and the Assistant Company Secretary be and are hereby severally authorized to sign and file the requisite statutory forms with the Registrar of Companies, Maharashtra, Mumbai and such other forms as may be necessary in accordance with the provisions of the Companies Act, 2013, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including to make necessary entries in the statutory records and registers of the Company.

RESOLVED FURTHER THAT any Director and / or Company Secretary and / or the Assistant Company Secretary of the Company be and is hereby severally authorized to certify a copy of this resolution and issue the same to all concerned persons.”

9. **To approve Grant of Options to the Employees during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of Grant of Option**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with Rule 12 of Companies (Share Capital and Debentures Rules), 2014 (“the Act”), the Memorandum of Association and Articles of Association of the Company as amended from time to time and subject to such approvals, consents, permissions and sanctions as may be applicable including such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include the Nomination and Remuneration Committee), approval of the members of the Company be and is hereby accorded for the grant of 71,600 employee stock options as detailed in the explanatory statement, to Mr. Rajesh Kumar Srivastava, Managing Director & CEO, notwithstanding that such number of employee stock options granted during any one year may exceed 1% of the issued capital of the Company at the time of grant of option, in one or more tranches and in multiple series of Sajjan India Limited – Employee Stock Option Scheme 2023 (“ESOS 2023”).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with the power to further delegate its powers to any executives/ officers of

Urmi Estate, Tower A, 14th Floor,
95, Ganpatrao Kadam Marg,
Lower Parel (W),
Mumbai-400013, India.
+91 22 67300700 • sil@sajjan.com • www.sajjan.com
CIN : U51900MH1983PLC030874



the Company and /or to one or more sub committees of the Company for implementing the ESOS 2023 and to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard."

For and on behalf of Board of Directors

Sajjan India Limited

**Priya V
Lohani**

Digitally signed by
Priya V Lohani
Date: 2024.07.31
23:00:02 +05'30'

Date: July 31, 2024

Place: Mumbai

Priya Lohani

Company Secretary

ACS 49828

NOTES:

1. Ministry of Corporate Affairs has vide its General Circular Nos.14/2020, 17/2020, 20/2020, 2/2021, 2/2022, 10/2022 and 9/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the 41st AGM of the Company is being held through VC / OAVM on Thursday, August 22, 2024, at 2:00 pm (IST). The deemed venue for the 41st AGM of the Company will be the registered office of the Company at 14th Floor, Tower A, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai, Maharashtra 400013, India.
2. 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 the 41st AGM is being convened pursuant to the MCA Circulars through VC / OAVM, where physical attendance of the member has been dispensed with, accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this 41st AGM and hence the proxy form, attendance slip and map for the 41st AGM are not annexed to this Notice.
3. The Company has made arrangements to allow members to participate through video conferencing. Members are requested to click on the following link to attend the meeting via Microsoft Teams by accessing the link - <https://teams.microsoft.com/> followed by entering the meeting Id: **448 956 754 877** and passcode: **zwNeHg** in order to attend the meeting.
4. Since the 41st AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the 41st AGM through VC / OAVM are requested to send a duly certified copy of the Board Resolution by e-mail to compliance@sajjan.com authorizing their representative to attend and vote at the meeting.
6. The attendance of the Members attending the 41st AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the 41st AGM in the VC / OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Members are requested to log in to the link in order to attend the meeting. The link will be shared to Members separately.
8. In line with the MCA Circulars, the Notice of the 41st 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.
9. The Notice is being sent to members in electronic form to the email addresses registered with the Company. Members whose email IDs are not registered, are requested to contact **Ms. Priya Lohani** to register the same. In line with the MCA Circulars, physical copies of the Notice are not being dispatched.
10. Since the number of members are less than 50, the voting at the meeting will be conducted by the Chairman through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act.
11. Voting rights will be reckoned based on the paid-up value of the equity shares registered in the name of the members as on August 22, 2024 (AGM date) (“**Cut-off date**”). Only those members whose names are recorded in the register of members of the Company on the Cut-off date will be entitled to cast their votes.
12. Members may access the electronic copies the registers, required under the Companies Act, 2013 and the Rules made thereunder by writing to the Company at compliance@sajjan.com.

Urmi Estate, Tower A, 14th Floor,
95, Ganpatrao Kadam Marg,
Lower Parel (W),
Mumbai-400013, India.
+91 22 67300700 • sil@sajjan.com • www.sajjan.com
CIN : U51900MH1983PLC030874



13. Members who wish to inspect the relevant documents referred to in the Notice can send an email to compliance@sajjan.com up to the conclusion of this Meeting.
14. For any queries in relation to attending the 41st AGM through VC / OAVM or need any assistance with using the technology to attend the 41st AGM, you may reach out to Ms. Priya Lohani at priya.lohani@sajjan.com.
15. In case of a poll on any resolution at the 41st AGM, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails can only be sent to Ms. Priya Lohani and the email ID is priya.lohani@sajjan.com

For and on behalf of Board of Directors

Sajjan India Limited

**Priya V
Lohani**

Digitally signed by
Priya V Lohani
Date: 2024.07.31
23:00:25 +05'30'

Date: July 31, 2024

Place: Mumbai

Priya Lohani

Company Secretary

ACS 49828

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting (“EGM”) of the financial year 2024-25 of the members of Sajjan India Limited (“Company”) will be held at a shorter notice, on Tuesday, October 15, 2024, at 5:00 P.M. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the business as mentioned hereinbelow. The venue shall be deemed to be the Registered Office of the Company situated at 14th Floor, Tower A, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai, Maharashtra 400013, India.

ITEM 1: BUY-BACK OF EQUITY SHARES OF THE COMPANY

To consider and if thought fit to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to provisions of the Article 9 of Part A of the Articles of Association of the Company read with sections 68, 69, 70 and other applicable provisions, if any of Companies Act, 2013 (“the Act”) and subject to compliance with rules, regulations / directions under applicable law, approval of the members be and is hereby accorded to the buy-back of 4,00,714 (four lakh seven hundred fourteen) fully paid-up equity shares having a face value of INR 10/- (Indian Rupees Ten only), representing 11.19% (eleven point one nine percent) of the total paid-up capital of the Company, at a buyback price of INR 5,440.91¹ (Indian Rupees Five Thousand Four Hundred Forty and Ninety One Paise only) each, aggregating to INR 2,18,02,49,665 (Indian Rupees Two Hundred Eighteen Crores Two Lakhs Forty Nine Thousand Six Hundred Sixty Five only), constituting 12.90% (twelve point nine zero percent) (which is within 25% (twenty five percent)) of the existing paid-up capital and free reserves (“Buyback”), based on the unaudited financial statements of the Company (which are subjected to limited review by the auditors of the Company) as at June 30, 2024. The buyback price shall be paid to the shareholders of the Company after deduction of applicable taxes.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all directors of the Company and Company Secretary be and are hereby empowered and authorised severally on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements or any conditions laid down by any authority while giving its approval as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and /or any person authorised by the Board of Directors may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM 2: AMENDMENTS TO THE TERMS OF APPOINTMENT OF MR. RAJESH KUMAR SRIVASTAVA (DIN: 02215055), MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

To consider and if thought fit to pass the following resolution as a special resolution:

¹ This is the rounded off buyback price per share. The exact buyback price per share up to the last decimal is INR 5,440.912134.

"RESOLVED THAT pursuant to Sections 152, 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and any other relevant rules, circulars, notifications made thereunder, including any statutory modification, amendment or re-enactment thereof, the articles of association of the Company, and as recommended by the nomination and remuneration committee and the Board, the approval of the members be and is hereby accorded for changes in the terms of appointment of Mr. Rajesh Srivastava (DIN: 02215055), Managing Director & the Chief Executive Officer of the Company, as set out in Appendix C of the Explanatory Statement annexed to the notice of this EGM.

RESOLVED FURTHER THAT Mr. Anurag Surana, Chairman, and / or Mr. Anant Jain, Director, and / or Ms. Prutha Harshajith, CHRO, of the Company be and is hereby authorized to negotiate, execute, and agree to any amendments to the Employment Agreement and any documents, agreements, deeds, in each case, including any amendment or modification thereto, with Mr. Rajesh Srivastava and to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to this resolution and matters incidental thereto.

RESOLVED FURTHER THAT any Director of the Company and / or the Company Secretary be and are hereby severally authorized to sign and file the requisite statutory forms with the Registrar of Companies, Maharashtra, Mumbai and such other forms as may be necessary in accordance with the provisions of the Companies Act, 2013, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including to make necessary entries in the statutory records and registers of the Company.

RESOLVED FURTHER THAT any Director and / or Company Secretary of the Company be and is hereby severally authorized to certify a copy of this resolution and issue the same to all concerned persons."

ITEM 3: AMENDMENTS TO THE TERMS OF APPOINTMENT OF MR. ANURAG SURANA (DIN: 00006665), CHAIRMAN AND NON-EXECUTIVE DIRECTOR

To consider and if thought fit to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and any other relevant rules, circulars, notifications made thereunder, including any statutory modification, amendment or re-enactment thereof, the articles of association of the Company, and as recommended by the nomination and remuneration committee and the Board, the approval of the members be and is hereby accorded for changes in the terms of appointment of Mr. Anurag Surana (DIN: 00006665), Chairman & Non-Executive Director of the Company, as set out in Appendix E of the Explanatory Statement annexed to the notice of this EGM.

RESOLVED FURTHER THAT Mr. Anant Jain, Director, and / or Ms. Prutha Harshajith, CHRO, of the Company be and is hereby authorized to negotiate, execute, and agree to any amendments to the terms of the letter of appointment and / or any documents, agreements, deeds, in each case including

any amendment or modification thereto, with Mr. Anurag Surana and to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to this resolution and matters incidental thereto.

RESOLVED FURTHER THAT *any Director of the Company and / or the Company Secretary be and are hereby severally authorized to sign and file the requisite statutory forms with the Registrar of Companies, Maharashtra, Mumbai and such other forms as may be necessary in accordance with the provisions of the Companies Act, 2013, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including to make necessary entries in the statutory records and registers of the Company.*

RESOLVED FURTHER THAT *any Director and / or Company Secretary of the Company be and is hereby severally authorized to certify a copy of this resolution and issue the same to all concerned persons."*

ITEM 4: GRANT OF OPTIONS TO THE EMPLOYEES DURING ANY ONE YEAR, EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY AT THE TIME OF GRANT OF OPTION

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

RESOLVED THAT *pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with Rule 12 of Companies (Share Capital and Debentures Rules), 2014 ("the Act"), the Memorandum of Association and Articles of Association of the Company as amended from time to time and subject to such approvals, consents, permissions and sanctions as may be applicable including such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include the Nomination and Remuneration Committee), approval of the members of the Company be and is hereby accorded for the grant of 35,800 employee stock options as detailed in the explanatory statement, to Mr. Anurag Surana, Chairman, notwithstanding that such number of employee stock options granted during any one year may exceed 1% of the issued capital of the Company at the time of grant of option, in one or more tranches and in multiple series of Sajjan India Limited – Employee Stock Option Scheme 2023 ("ESOS 2023").*

RESOLVED FURTHER THAT *the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with the power to further delegate its powers to any executives/ officers of the Company and /or to one or more sub committees of the Company for implementing the ESOS 2023 and to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard."*

ITEM 5: CHANGE IN THE NAME OF THE COMPANY AND ALTERATION TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the approval of Central Government and Registrar of Companies, Mumbai, the consent of the members of the Company be and is hereby accorded to change the name of the Company from 'Sajjan India Limited' to 'Cohizon Life Sciences Limited';

RESOLVED FURTHER THAT the existing Clause I of the Memorandum of Association of the Company be substituted by the following Clause: The name of the Company is "Cohizon Life Sciences Limited".

RESOLVED FURTHER THAT Mr. Rajesh Kumar Srivastava, Managing Director & CEO, and / or Company Secretary of the Company, be and is hereby authorized to delegate any or all of the aforesaid powers in favour of any person / official/consultants/Practicing Company Secretary/law firm etc, to act, represent, and appear before any statutory authority for and on behalf of the Company for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT Mr. Rajesh Kumar Srivastava, Managing Director & CEO, and / or Company Secretary of the Company, be and is hereby authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid Resolution, including, but not limited to filing of necessary statutory documents with concerned Registrar of Companies and other statutory authorities, as applicable."

By the order of the Board of Directors

Sajjan India Limited

**Priya V
Lohani**

Digitally signed
by Priya V Lohani
Date: 2024.10.15
13:59:12 +05'30'

Date: October 15, 2024

Place: Mumbai

Priya Lohani
Company Secretary
ACS 49828

NOTES:

1. Ministry of Corporate Affairs has vide its General Circular Nos.14/2020, 17/2020, 20/2020, 2/2021, 2/2022, 10/2022 and 9/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting and extraordinary general meetings using video conference (VC) or other audio-visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the **EGM** of the Company is being held through VC / OAVM on **Tuesday, October 15, 2024, at 5:00 PM (IST)**. The deemed venue for the EGM of the Company will be the registered office of the Company at 14th Floor, Tower A, Urmi Estate, 95, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai, Maharashtra 400013, India.
2. 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 the EGM is being convened pursuant to the MCA Circulars through VC / OAVM, where physical attendance of the member has been dispensed with, accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and map for the EGM are not annexed to this Notice.
3. The Company has made arrangements to allow members to participate through video conferencing. Members are requested to click on the following link to attend the meeting via Microsoft Teams by accessing the link - <https://teams.microsoft.com/> followed by entering the meeting Id: **488 486 024 046** and passcode: **uGUupi** in order to attend the meeting.
4. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the EGM through VC / OAVM are requested to send a duly certified copy of the Board Resolution by e-mail to compliance@sajjan.com authorizing their representative to attend and vote at the meeting.
6. The attendance of the Members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the EGM in the VC / OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Members are requested to log in to the link in order to attend the meeting. The link will be shared to Members separately.
8. In line with the MCA Circulars, the Notice of the EGM along with the relevant annexures is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
9. The Notice is being sent to members in electronic form to the email addresses registered with the Company. Members whose email IDs are not registered, are requested to contact **Ms. Priya Lohani** to

register the same. In line with the MCA Circulars, physical copies of the Notice are not being dispatched.

10. Since the number of members are less than 50, the voting at the meeting will be conducted by the Chairman through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act.
11. Voting rights will be reckoned based on the paid-up value of the equity shares registered in the name of the members as on October 15, 2024 (EGM date) ("**Cut-off date**"). Only those members whose names are recorded in the register of members of the Company on the Cut-off date will be entitled to cast their votes.
12. Members may access the electronic copies the registers, required under the Companies Act, 2013 and the Rules made thereunder by writing to the Company at compliance@sajjan.com.
13. Members who wish to inspect the relevant documents referred to in the Notice can send an email to compliance@sajjan.com up to the conclusion of this Meeting.
14. For any queries in relation to attending the EGM through VC / OAVM or need any assistance with using the technology to attend the EGM, you may reach out to Ms. Priya Lohani at priya.lohani@sajjan.com.
15. In case of a poll on any resolution at the EGM, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails can only be sent to Ms. Priya Lohani and the email ID is priya.lohani@sajjan.com.

By the order of the Board of Directors

**Priya V
Lohani**
Sajjan India Limited
Digitally signed by
Priya V Lohani
Date: 2024.10.15
13:59:37 +05'30'

Date: October 15, 2024

Place: Mumbai

Priya Lohani
Company Secretary
ACS 49828