

September 03, 2020

To The Manager, Listing Department <b>National Stock Exchange of India Limited</b> Plot no. C/1 G Block, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 Symbol: <b>BLISSGVS</b>	To The General Manager, Listing Department <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code: <b>506197</b>
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Dear Sir/Madam,

**Sub: Notice of 35<sup>th</sup> Annual General Meeting of the Company**

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 35<sup>th</sup> AGM of Bliss GVS Pharma Limited scheduled to be held on Friday, September 25, 2020 at 09:30 a.m. (IST) through Video Conference/Other Audio-Visual Means. The said Notice forms part of the 35<sup>th</sup> Annual Report of the Company for the Financial Year 2019-2020.


The Notice of the 35<sup>th</sup> AGM of the Company for the financial year 2019-2020 is also being made available on the website of the Company at <http://www.blissgvs.com/investors/shareholder-information/annual-general-meeting/>.

This is for your information and records.

Thanking you.

Yours faithfully,

For Bliss GVS Pharma Limited

  
Aditi Bhatt  
Company Secretary



Encl: As above

**Regd. Office :** 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai - 400 072, INDIA.

TEL. : (+91) (22) 42160000/ 28505387 • FAX. : (+91) (22) 28563930,

Email : [info@blissgvs.com](mailto:info@blissgvs.com) • Website : [www.blissgvs.com](http://www.blissgvs.com) • CIN - L24230MH1984PLC034771

**Factory :** Plot No. 10 & 11 Survey No. 38/1, Dewan Udyog Nagar, Aliyali Village, Tal. & Dist. Palghar - 401 404.

Tel. (+91) (02525) 252713 • Fax : (+91) (02525) 255257. • Email : [factory@blissgvs.com](mailto:factory@blissgvs.com)



Name of the Members	No of Shares held	% of the total paid up capital
Gautam Rasiklal Ashra	29,18,302	2.83%
Arjun Gautam Ashra	50,49,000	4.89%
Antara Gautam Ashra	0	0.00%
Mamta Gautam Ashra	0	0.00%
Gautam Rasiklal Ashra on behalf of Arjun & Antara Trust	5,00,000	0.48%
Vijayaben Kanji Ashra	0	0.00%
Kanji Forex Private Limited	0	0.00%
Kanji Pitamber Forex Private Limited	0	0.00%
Genteel Trading Company Private Limited	0	0.00%
Mangesh Ghanashyam Wagle	75,000	0.07%
Mangesh Ghanashyam Wagle HUF	7,720	0.01%
<b>Total</b>	<b>85,50,022</b>	<b>8.28%</b>

**RESOLVED FURTHER THAT** Re-classification/Removal of names of above Promoters shall be subject to the fulfillment of conditions mentioned in the regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** Increase in the level of public shareholding pursuant to Re-classification/Removal of names of promoters shall not be counted towards achieving compliance with minimum public shareholding requirements under rule 19A of the Securities Contracts (Regulation) Rules, 1957 and the provisions of Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** after such Re-classification/Removal of names following shall be the members of "Promoter & Promoter Group" of the Company.

Name of the Members	No of Shares held	% of the total paid up capital
Narsimha Shibroor Kamath	3,43,57,024	33.31%
Vibha Gagan Sharma	0	0.00%
Shruti Vishal Rao	0	0.00%
<b>Total</b>	<b>3,43,57,024</b>	<b>33.31%</b>

**RESOLVED FURTHER THAT** on approval of the SEBI Board/Stock Exchanges upon application for re-classification of the aforementioned Applicants, the Company shall effect such re-classification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in compliance to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary or such other person as authorized by the Board, be and is hereby authorized to submit application for re-classification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the forms, applications and other documents and to take such steps expedient or desirable to give effect to this resolution."

By order of the Board of Directors  
For BLISS GVS PHARMA LIMITED

Sd/-  
**S.N. Kamath**  
Managing Director  
DIN: 00140593

Place: Mumbai  
Date: August 20, 2020

**Registered Office:**

102, Hyde Park, Saki Vihar Road,  
Andheri - East, Mumbai - 400072  
CIN: L24230MH1984PLC034771  
Website: www.blissgvs.com  
E-mail: info@blissgvs.com  
Tel: +91 22 42160000  
Fax: +91 22 28563930

**Notes:**

- In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of people at several places in the country and pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 35<sup>th</sup> Annual General Meeting ('35<sup>th</sup> AGM/AGM') of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 35<sup>th</sup> AGM shall be the Registered Office of the Company.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 35<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for

facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM and the e-voting system on the date of the 35<sup>th</sup> AGM will be provided by CDSL.

3. For convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, As the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 at [info@blissgvs.com](mailto:info@blissgvs.com) or [cs@blissgvs.com](mailto:cs@blissgvs.com).
6. Regulation 36(1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the MCA General circulars No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the Financial Year 2019-2020 and the Notice of 35<sup>th</sup> AGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s. Universal Capital Securities Private Limited ("RTA") and whose email address is available with the RTA, the Company or the Depository Participant(s) as on Friday, August 28, 2020. Members may note that, Notice and Annual Report 2019-2020 can also be accessed from the website of the Company at [www.blissgvs.com](http://www.blissgvs.com) and on websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the 35<sup>th</sup> Annual General Meeting ('AGM') and the relevant details of director seeking appointment and re-appointment as required under Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
8. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
9. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN and Bank account to M/s. Universal Capital Securities Private Limited, the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialised form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of the 35<sup>th</sup> AGM of the Company and determining the entitlement of the Shareholders to the final dividend for the financial year 2019-2020.
12. Members who wish to claim dividends, which have remained unclaimed, are requested to contact the Secretarial Department, at the Registered Office of the Company or office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s Universal Capital Securities Private Limited. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). Final Dividend for the Financial Year 2012-13 is due for transfer to IEPF in the month of September 20, 2020. Shareholders are requested to ensure that they claim the

dividend before transfer of the said amount to IEPF Authority. The Company has uploaded the information of unclaimed/unpaid dividend in respect of the Financial years on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company viz. [www.blissgvs.com](http://www.blissgvs.com).

13. The details of unpaid or unclaimed dividends, along with the due dates for transfer to the Investor Education and Protection Fund (IEPF) of the Central Government pursuant to Section 124 of the Companies Act, 2013 are provided in the Corporate Governance Report, which forms part of the Board's Report. Further, those Shareholders who have a valid claim to any unclaimed dividends which are not yet transferred, may claim the same from the Company immediately. Pursuant to Section 124(2) of the Companies Act, 2013, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared for the Financial Year 2018-19, on the website of the Company at [www.blissgvs.com](http://www.blissgvs.com).
14. Members who have not claimed their dividend(s) are requested to make their claim to the Company at the Registered Office or to the Registrar & Share Transfer Agent of the Company at the earliest but not later than the due dates for transfer to IEPF. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of Unpaid and Unclaimed dividend amount(s) lying with the Company as on September 20, 2019 (date of last AGM) on the website of the Company, viz., [www.blissgvs.com](http://www.blissgvs.com), as also on the website of the Ministry of Corporate Affairs (MCA).
15. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

- a) For Resident Shareholders, TDS shall be deducted under Section 194 of the Income Tax Act, 1961 at rate in force (at present 7.5%) on the amount of Dividend declared and paid by the Company during Financial Year 2020-21, provided Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at rate in force (at present 20%) as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2020-21 does not exceed ₹5,000/-. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2020-2021. Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) /

Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

- b) For Mutual Fund Shareholders, TDS is exempt under Section 10(23D), provided Mutual Funds provide SEBI Registration / Central Board of Direct Taxes (CBDT) notification and a declaration that their income is exempt under Section 10(23D) of the Income Tax Act, 1961.
- c) For Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the Income Tax Act, 1961, at applicable rate, including surcharge and cess.
- d) For Other Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:
- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is resident;
  - Self-declaration in Form 10F;
  - Self-attested copy of the Permanent Account Number (PAN) Card allotted by the Indian Income Tax authorities;
  - Self-declaration, certifying the following points:
    - i. Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2020-2021;
    - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
    - iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
    - v. Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-2021.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA rate shall

depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Shareholder.

Shareholders may submit Form 15G/15H and Form 10F, along with the requisite supporting documents as mentioned above, as applicable, to the Company or RTA on their email id at [info@blissgvs.com](mailto:info@blissgvs.com) /[cs@blissgvs.com](mailto:cs@blissgvs.com) or [info@unisec.in](mailto:info@unisec.in). The Shareholders may also download these forms from Company's website at <http://www.blissgvs.com/investors/tds-on-dividend/>. The Shareholders may also send physical copies of the dully filled forms/documents to the Company at its Registered Office at 102, Hyde Park, Saki Vihar Road, Andheri (East), Mumbai-400072, Maharashtra, India. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Friday, September 18, 2020 by 11:59 p.m. (IST) to the Company or RTA. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company/RTA shall arrange to e-mail the soft copy of TDS certificate to a Shareholder on its registered email ID in due course, post payment of the said Dividend.

16. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Company or RTA i.e. Universal Capital Securities Pvt. Ltd. Members holding in electronic form may contact their respective Depository Participants for availing this facility.
17. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details.  
  
Further, Instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.
18. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National

Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses upon normalization of the postal services.

19. Shareholders are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their Depository Participants (DPs) in case the shares are held in electronic mode or to Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agent of the Company in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.
20. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Universal Capital Securities Pvt. Ltd., the RTA of the Company.
21. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.
22. Shareholders holding shares in physical mode, who have not provided the information regarding bank particulars, are requested to register/update their Bank details (e.g. name of the bank and the branch, bank account number, 9 digits MICR number, 11 digit IFS Code and the nature of account) with the Company or RTA along with the copy of the signed request letter mentioning the name and address of the Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder along with a copy of latest cancelled cheque with the Shareholder's name. Shareholders holding shares in electronic mode are requested to register their Bank details with the relevant Depository Participant.
23. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from April 01, 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialization, Shareholders are advised to dematerialize shares held by them in physical form and for ease in portfolio management. Shareholders can contact the Company or RTA

i.e. Universal Capital Securities Pvt. Ltd for assistance in this regard. Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

24. The Board of Directors have appointed Mr. Vijay Yadav (Membership No. ACS 39251) Partner of M/s. AVS & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
25. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 48 hours of the conclusion of the AGM. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.blissgvs.com](http://www.blissgvs.com) and on website of CDSL immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
26. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 18, 2020 ("Cut-off date"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
27. The Company has fixed Friday, September 18, 2020 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2020, if approved at the AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before Saturday, October 24, 2020.
28. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 18, 2020 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.
29. The remote e-voting period will commence at 9.00 a.m. (IST) on Tuesday, September 22, 2020 and will end at 5.00 p.m. (IST) on Thursday, September 24, 2020. In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
30. 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 Directors are interested maintained under Section 189 of Companies Act, 2013 and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to [info@blissgvs.com](mailto:info@blissgvs.com) / [cs@blissgvs.com](mailto:cs@blissgvs.com).

### 31. INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING:

- (i) The voting period begins at 9.00 a.m. (IST) on Tuesday, September 22, 2020 and will end at 5.00 p.m. (IST) on Thursday, September 24, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, September 18, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders module
- (v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

#### For Shareholders holding shares in Demat Form and Physical Form

- |     |                                                                                                                                                                                                                              |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)                                                                              |
|     | <ul style="list-style-type: none"> <li>• 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.</li> </ul> |

Dividend Bank Details OR Date of Birth (DOB)	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.
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- If both the details are not recorded with the depository or company please enter the memberid/folio number in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) 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.

(x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant < BLISS GVS PHARMA LIMITED> on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) 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.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 Company and to the Scrutinizer at the email address viz; [info@blissgvs.com](mailto:info@blissgvs.com)/[cs@blissgvs.com](mailto:cs@blissgvs.com) and [vijay.yadav@avsassociates.co.in](mailto:vijay.yadav@avsassociates.co.in) respectively if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

32. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

i. 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/RTA at [info@blissgvs.com](mailto:info@blissgvs.com)/[cs@blissgvs.com](mailto:cs@blissgvs.com)/[info@unisec.in](mailto:info@unisec.in).

ii. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA at [info@blissgvs.com](mailto:info@blissgvs.com)/[cs@blissgvs.com](mailto:cs@blissgvs.com) or [infor@unisec.in](mailto:infor@unisec.in).

iii. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.



33. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Desktops/Laptops for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@blissgvs.com](mailto:info@blissgvs.com) or [cs@blissgvs.com](mailto:cs@blissgvs.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@blissgvs.com](mailto:info@blissgvs.com) or [cs@blissgvs.com](mailto:cs@blissgvs.com). These queries will be replied to by the Company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

34. **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

35. For assistance / queries for E-voting etc;

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533 /022-23058542/43.

### Other Instructions:

- I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 18, 2020.
- II. The scrutinizer shall after the conclusion of e-voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days from the date of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.
- III. The results declared along with the report of the scrutinizer shall be placed on the website of the Company [www.blissgvs.com](http://www.blissgvs.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately communicated to the BSE Limited and the National Stock Exchange of India Limited.
- IV. Statutory Auditors ratification: The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 32<sup>nd</sup> Annual General Meeting, held on Tuesday, September 26, 2017.
- V. The venue of the AGM shall be deemed to be the Registered Office of the Company at 102, Hyde Park, Saki Vihar Road, Andheri - East, Mumbai - 400 072.

# Explanatory Statement

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

## Item No. 4:

Considering the requirement of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at its Meeting held on Tuesday, February 11, 2020, approved the appointment of Mrs. Shilpa Bhatia (DIN: 08695595) as an Additional Director under the category of Non-Executive Director (“Independent Woman Director”) for the tenure of Five (5) consecutive years, commencing from February 11, 2020 to February 10, 2025 based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders at ensuing Annual General Meeting (‘AGM’) of the Company.

Notice under Section 160 of the Companies Act, 2013 have been received from Member indicating his intention to propose the aforesaid director for the office of Director at the ensuing AGM. The said notice has been placed on the website of the Company at [www.blissgvs.com](http://www.blissgvs.com). The Nomination and Remuneration Committee (“NRC”) and the Board members have confirmed about inclusion of her name in the databank of Independent Director along with its certificate before her appointment.

The Company has received the consent from Mrs. Shilpa Bhatia (DIN:08695595), as required under the provisions of Section 149(6) Companies Act, 2013 and the rules made thereunder as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against Mrs. Shilpa Bhatia debaring from accessing the capital markets and Restraining from holding the position of Director in any listed company pursuant to Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Company.

In the opinion of the NRC and Board of Directors Mrs. Shilpa Bhatia fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The brief profile of Mrs. Shilpa Bhatia (DIN:08695595), in terms of the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been provided to this Notice as ‘Annexure – A’.

Pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) and/or re-enactment(s) for the time being in force), Mrs. Shilpa Bhatia (DIN: 08695595), if appointed, shall not be liable to retire by rotation during the said period. She will be paid sitting fees and reimbursement of out of pocket expenses at actual.

Except Mrs. Shilpa Bhatia and her relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way, whether financially or otherwise, concerned or interested in this Resolution as set out in item no. 4 of this notice.

Accordingly, the Board of Directors recommends the resolution as set out in Item no. 4 in the Notice for the approval of the Shareholders as an **Ordinary Resolution**.

## Item No. 5:

The Members of the Company are hereby inform that, Regulation 31A of the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI ‘Listing Regulations’) provides a mechanism regarding Re-classification from “Promoter & Promoter Group” category to “Public” category or removal of names of person(s) from “Promoter & Promoter Group Category” of the Company subject to fulfilment of certain conditions as provided therein.

In this regard, the members are further inform that, the Company has received request letters from Mr. Gautam Rasiklal Ashra, Mr. Arjun Gautam Ashra, Ms. Antara Gautam Ashra, Mrs. Mamta Gautam Ashra, Mr. Gautam Rasiklal Ashra on behalf of Arjun & Antara Trust, Mrs. Vijayaben Kanji Ashra, M/s. Kanji Forex Private Limited, M/s. Kanji Pitamber Forex Private Limited, M/s. Genteel Trading Company Private Limited (hereinafter referred as “Ashra Family”) and Mr. Mangesh Ghanashyam Wagle & M/s. Mangesh Ghanashyam Wagle HUF (hereinafter referred as “Wagle Family”) requested the Company for Re-classification of their shareholding from “Promoter & Promoter Group Category” to “Public Category” and/or Removal of their Names from “Promoter & Promoter Group Category” of the Company. The Company was further informed about the rationale for such Re-classification/Removal mentioned in each request letter.

The names of the Promoter Shareholders furnished request for Re-classification/Removal of names are as follows:

Name of the Members	No of Shares held	% of the total paid up capital
Gautam Rasiklal Ashra	29,18,302	2.83%
Arjun Gautam Ashra	50,49,000	4.89%
Antara Gautam Ashra	0	0.00%
Mamta Gautam Ashra	0	0.00%
Gautam Rasiklal Ashra on behalf of Arjun & Antara Trust	5,00,000	0.48%
Vijayaben Kanji Ashra	0	0.00%
Kanji Forex Private Limited	0	0.00%
Kanji Pitamber Forex Private Limited	0	0.00%
Genteel Trading Company Private Limited	0	0.00%
Mangesh Ghanashyam Wagle	75,000	0.07%
Mangesh Ghanashyam Wagle HUF	7,720	0.01%
<b>Total</b>	<b>85,50,022</b>	<b>8.28%</b>

(Members who are holding shares as mentioned above have applied for Reclassification and others have applied for removal of their names)

Further, the members are inform that, the person(s) seeking re-classification/removal of their names along with other persons related with them, together does not hold more than 10% of the total voting rights in the Company. Further they are not engaged in the management or day to day affairs of the Company directly or indirectly and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding, if any. None of their acts would influence any decision taken by the Company.

In accordance with the provisions of Regulation 31A of SEBI Listing Regulations, abovementioned promoters who have requested for re-classification/removal of their names have also confirmed that:

- They, together do not hold more than ten per cent of the total Voting Rights in the Company\*;

- They do not exercise control over the affairs of the Company directly or indirectly;
- They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- They do not represent on the board of directors (including not having a nominee director) of the Company;
- They do not act as a key managerial person in the Company;
- They are not 'Wilful defaulters' as per the Reserve Bank of India Guidelines;
- They are not fugitive economic offenders

Continuing further, the Members are also inform that, Ashra Family and Wagle Family have confirmed that, at all times from the date of such Re-classification/Removal of names, they shall continue to comply with conditions mentioned in Regulation 31A (4) of SEBI Listing Regulations, as applicable.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company has analyzed each request in accordance with Regulation 31A of Listing Regulations. Accordingly, after detailed discussion and on the basis of the rationale and the confirmation provided by Ashra Family and Wagle Family in their request letters, the board of directors of the Company in their meeting held on Tuesday, June 16, 2020 have given their views and approved the applications to re-classify shareholding from "Promoter & Promoter Group Category" to "Public Category" and/or Remove the Names from "Promoter & Promoter Group Category" of the Company based on request letters received from Ashra Family and Wagle Family, subject to the approval of members of the Company, SEBI Board, Stock Exchanges and such other appropriate statutory authorities approvals as may be necessary in this regard.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at Item No. 5 of this Notice.

Accordingly, the Board of Directors recommends the resolution as set out in Item No. 5 in the Notice for the approval of the Shareholders as an **Ordinary Resolution**.

\*Limit of voting rights i.e. 10% (ten percent) should be treated separately for Ashra Family and Wagle Family.

## 'Annexure – A'

### To Item No. 3 & 4 of the Notice

Details of Directors retiring seeking appointment/re-appointment at the 35<sup>th</sup> Annual General Meeting  
{Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2}:

Name of the Directors	Dr. Vibha Gagan Sharma	Mrs. Shilpa Bhatia
Director Identification Number	02307289	08695595
Designation	Whole-Time Director	Additional Director (Independent Women Director)
Date of Birth & Age	July 8, 1983 – 37 years	March 29, 1974 - 46 years
Date of First Appointment on the Board	July 29, 2008	February 11, 2020
Expertise/Experience in Specific Functional Areas	Research & Development Activities and Dentist by profession for over 12 years	She is an Advocate of High Court of Bombay. She has been practicing for over 20 years and has vast experience in matters relating to Human Resources, Labour and Industrial litigation, sexual harassment investigations and advisory. She is a Magazine editor of Government Law College, Mumbai. She has been member of Sexual Harassment Committee of Labour & Industrial Tribunal, Mumbai.
Qualifications	Bachelor in Dental Surgery	Master of Laws degree from Mumbai University
Directorship in other Companies including listed entities and holding Chairmanship/ Membership of Committees of Board excluding Bliss GVS Pharma Limited	Nil	Nil
Shareholding of Director in the Company as on March 31, 2020	Nil	Nil
Relationship with Directors, Manager & Key Managerial Personnel	Sister of Mrs. Shruti Rao and Daughter of Mr. S N Kamath Directors of the Company. No relation with any Manager & KMP of the Company.	Nil
Board Meeting Attended (FY. 2019-20)	4 (Four)	Nil
Justification for appointment	NA as Director retiring by rotation.	After considering Mrs. Shilpa Bhatia's experience and expertise in the fields of Human Resources, Labour and Industrial litigation, sexual harassment investigations & criteria of Independent Director, the Board proposed her appointment as Independent Director.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	NA as Director retiring by rotation.	Term of Appointment - Five consecutive years with effect from February 11, 2020.  Remuneration Details: Nil. Only sitting fees will be paid.
Remuneration last drawn (including sitting fees, if any)	₹ 47.70 Lakhs for F.Y. 2019-20	Nil