



NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RPG LIFE SCIENCES LIMITED WILL BE HELD ON THURSDAY, JULY 28, 2011 AT 3.30 P.M. AT RAVINDRA NATYA MANDIR, P.L. DESHPANDE MAHARASHTRA KALA ACADEMY, SAYANI ROAD, PRABHADEVI, MUMBAI 400 025 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011, the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To declare dividend for the year ended on March 31, 2011.
3. To appoint a Director in place of Mr. C. L. Jain, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. P. K. Mohapatra, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Dilip Sen, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Lovelock & Lewes, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

7. 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 198, 269, 309, 310, 311 read with Schedule

XIII and other applicable provisions, if any, of the Companies Act, 1956 (the said Act) including any statutory modification or re-enactment thereof and subject to the approval of the Central Government and subject to all approvals, permissions and sanctions as may be necessary; and subject to such conditions and modifications as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the Company hereby approves the payment of remuneration not exceeding Rs.1.75 Crores (Rupees One Crore Seventy Five Lacs only) per annum with effect from July 1, 2011 to Mr. Ajit Singh Chouhan, Managing Director, by way of salary, allowances and perquisites, as may be recommended/approved by the the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Remuneration/Compensation Committee constituted by the Board) from time to time.

RESOLVED FURTHER THAT pursuant to Section II of Part II of Schedule XIII and other applicable provisions of the said Act, if any, and subject to such approvals as may be necessary, the Company may pay Mr. Ajit Singh Chouhan, Managing Director, the remuneration specified supra, as minimum remuneration in case the Company has no profits or its profits are inadequate during any of the financial years during his tenure as Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to increase, vary, amend the remuneration and other terms of appointment as deemed expedient or necessary during the tenure of Mr. Ajit Singh Chouhan as Managing Director or as may be prescribed by the authorities giving their sanction or approval.

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 as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions or doubts that may arise in this regard.”

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members/proxies should bring duly filled attendance slip sent herewith to attend the meeting.
3. The explanatory statement setting out material facts concerning the Special Business mentioned under Item No.7 of the Notice as required under Section 173(2) of the Companies Act, 1956, is annexed hereto.
4. The details of Directors seeking re-appointment at the Annual General Meeting as required under Clause 49 of the listing agreement is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, July 18, 2011 to Thursday, July 28, 2011 (both days inclusive).
6. The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid on or after July 28, 2011 to those members whose names stand registered on the Company's Register of Members:
 - i) as beneficial owners as at the end of business hours on July 15, 2011 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialized form.
 - ii) as members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before July 15, 2011.
7. Members holding shares in electronic form are hereby informed that bank particulars registered

against their respective depository accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of address and bank particulars or bank mandates. Such changes are to be communicated only to the Depository Participant of the members.

8. Members holding shares in physical form are requested to notify the change, if any, in their address and bank mandate details to the Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
9. Members who have not encashed their dividend warrant for the previous years, may approach the Company or Registrar and Share Transfer Agent and submit their claim for the said dividend. The amount of dividend remaining unclaimed for a period of seven (7) years shall be transferred to the Investor Education and Protection Fund as per the provisions of Section 205C of the Companies Act, 1956. It may also be noted that once the unclaimed dividend is transferred to the Fund, as above, no claim shall lie in respect thereof.
10. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
11. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company atleast one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.

By Order of the Board of Directors

Ankur Kumar

Head – Legal & Company Secretary

Registered office:

RPG House
463, Dr. Annie Besant Road
Worli, Mumbai 400 030

Place: Mumbai

Date: April 28, 2011

**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956****Item No.7**

At the Annual General Meeting (AGM) held on July 29, 2010, Mr. Ajit Singh Chouhan was appointed as Managing Director of the Company for a period of 3 years from April 9, 2010 to April 8, 2013. In view of the onerous responsibilities and continuing challenges on the Managing Director, the Remuneration/ Compensation Committee of the Board, subject to the approval of the shareholders and the Central Government, if and when required, proposed to increase the remuneration of Mr. Ajit Singh Chouhan with effect from July 1, 2011. The proposed increase in remuneration has also been approved by the Board of Directors.

The Board recommends the passing of the Special Resolution as set out in Item No. 7 of the accompanied notice. Mr. Ajit Singh Chouhan, being concerned,

is interested in the resolution. None of the other Directors are concerned or interested in this resolution.

This may be treated as an abstract as required under Section 302(1) of the Companies Act, 1956.

By Order of the Board of Directors

Ankur Kumar

Head – Legal & Company Secretary

Registered office:

RPG House
463, Dr. Annie Besant Road
Worli, Mumbai 400 030

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Important communication – Support Green Initiative

Ministry of Corporate Affairs, New Delhi (“MCA”) has taken a “Green Initiative” in the Corporate Governance by permitting paperless compliances by companies vide its Circular No.17/2011 dated April 21, 2011 and Circular No.18/2011 dated April 29, 2011 and clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s) to its shareholders.

Keeping in view the underlying theme and the circulars issued by MCA, we propose to send henceforth all communications/documents including the Notice calling the Annual General Meeting, audited financial statements, directors’ report, auditors’ report, etc. via electronic mode. In connection with the same, we request you to provide your latest/updated e-mail address on which future communication/correspondence/documents can be sent to you.

Shareholders holding shares in demat mode, are requested to register their e-mail ID with the concerned Depository Participant. The shareholders holding shares in physical mode are requested to register their e-mail ID with Link Intime India Private Limited (Registrar and Share Transfer Agents of the Company) by sending a request letter duly signed by the first/sole shareholder.

We are sure you would appreciate the “Green Initiative” taken by MCA and your Company’s desire to participate in such initiatives.



Annexure to Notice

Details of Directors' seeking re-appointment at the Annual General Meeting in pursuance of Clause 49 of the listing agreement.

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| <p>Mr. C.L. Jain</p> | <p>Mr. Jain, 77 years, is a post graduate in commerce and also a member of Institute of Chartered Secretaries & Administrators, London, Chartered Institute of Management Accountants, London, Institute of Management, London, Institute of Chartered Accountants of India and Institute of Company Secretaries of India. Mr. Jain has very rich and vast experience in the field of finance and accounts, acquired over 41 years of working experience with various organizations including ICI, Hindustan Lever Ltd., Hoechst India Ltd. and later as president of Ceat Asset Management Ltd. He was a visiting faculty member of the Bajaj Institute of Management and other institutes for two decades. He was also chairman of Banking and Finance Committee of the Bombay Chamber of Commerce and Industry for a period of 4 years.</p> <p>Mr. Jain is also a director of Asit C. Mehta Investment Intermediates Ltd., United Breweries Ltd., Shaw Wallace Breweries Ltd., Millennium Beer Industries Ltd. and NOCIL Ltd.</p> <p>Mr. Jain is the Chairman of Audit Committee of NOCIL Ltd. and a member of Audit Committee of United Breweries Ltd. and Millennium Beer Industries Ltd. He is also a member of Shareholders/ Investors Grievance Committee of United Breweries Ltd.</p> <p>Mr. Jain does not hold any shares in the Company.</p> |
| <p>Mr. P.K. Mohapatra</p> | <p>Pradipta K. Mohapatra, 61 years, served as a member of RPG Group's Management Board between 1993 and 2008. He provided oversight to companies in the Technology and earlier, in Retail and Entertainment Sectors. During his career, he has significant experience in incubation of new businesses as well as nursing sick businesses back to health.</p> <p>Mr. Mohapatra's work has been documented in several case studies by IMD, Lausanne, INSEAD, Paris and IIM, Ahmedabad. He is Past Chairman of Confederation of Indian Industries - Southern Region, Past President, Madras Management Association and Member, Executive Council of AIMA. As a Co-founder of Executive Business Coaching Foundation, India, Mr. Mohapatra is very involved with the promotion of Executive Coaching as a new profession in India.</p> <p>Mr. Mohapatra is an Engineer from NIT, Rourkela and studied Management at Jamnalal Bajaj and Harvard Business School. He is also a graduate of Behavioural Coaching Institute, UK and was invited to be Fellow of Chartered Management Institute, UK.</p> <p>Mr. Mohapatra is a director of Saregama India Ltd., Zensar Technologies Ltd., Morarjee Textiles Ltd., Executive and Business Coaching Founding India Ltd., Chennai Business School Ltd., Larsen & Toubro Ltd. (Power T&D Independent company) and many privately held companies in India and overseas. He also serves a number of Board Committees.</p> <p>Mr. Mohapatra does not hold any shares in the Company.</p> |
| <p>Mr. Dilip Sen</p> | <p>Mr. Sen, 61 years, is a Bachelor of Electrical Engineering with Honours distinction. He worked as a project engineer in Union Carbide Ltd. and joined CESC Limited in 1974 as an engineer in distribution division and worked as Executive Director (Commercial), overseeing the entire commercial functions and IT initiatives of the company. Mr. Sen is widely experienced in all facets of power utility activities with particular emphasis on power distribution. In between for three years, Mr. Sen also worked as Chief Executive, RPG Netcom Ltd., setting up a State of the Art cable company for cable services in the city of Kolkata and Howrah. Mr. Sen has contributed many papers in national and international conferences relating to power sector and has been a part of CII delegations in international interactions.</p> <p>Mr. Sen is a director of CESC Properties Ltd and Jarong Hydro-Electric Power Company Ltd.</p> <p>Mr. Sen does not hold any shares in the Company.</p> |