



Annexure 'A' to the Directors' Report

Form MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L24232MH2007PLC169354
ii.	Registration Date	March 27, 2007
iii.	Name of the Company	RPG Life Sciences Limited
iv.	Category/Sub-Category of the Company	Company limited by shares Indian Non-Government Company
v.	Address of the Registered office and contact details	RPG House 463, Dr. Annie Besant Road, Worli Mumbai - 400 030 Tel No: 91-22-24981650/66606375 Fax: +91-22-24970127 E-mail : info@rpglifesciences.com Web: www.rpglifesciences.com
vi.	Whether listed Company	Yes
vii.	Name Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Tel: +91-22-49186000 Fax: +91-22- 49186060

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Manufacturer of Pharmaceutical preparations	21002	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NIL	NA	NA	NA	NA


IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. A Promoters									
(1) Indian									
a. Individual/ HUF	35,53,374	-	35,53,374	21.48	88,71,609	-	88,71,609	53.63	(32.15)
b. Central Govt	-	-	-	-	-	-	-	-	-
c. State Govt	-	-	-	-	-	-	-	-	-
d. Bodies Corp	78,94,307	-	78,94,307	47.73	28,69,289	-	28,69,289	17.35	30.38
e. Banks/FI	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1)	1,14,47,681	-	1,14,47,681	69.22	1,17,40,898	-	1,17,40,898	70.99	1.77
(2) Foreign									
a. NRIs- Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp	-	-	-	-	-	-	-	-	-
d. Banks/FI	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1) + (A) (2)	1,14,47,681	-	1,14,47,681	69.22	1,17,40,898	-	1,17,40,898	70.99	1.77
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Banks/FI	84,437	2,124	86,561	0.52	42,826	2,124	44,950	0.27	0.25
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govts	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FII's	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	84,437	2,124	86,561	0.52	42,826	2,124	44,950	0.27	0.25
2. Non-Institutions									
a. Bodies Corp									
i Indian	12,58,106	2,313	12,60,419	7.62	10,55,537	2,201	10,57,738	6.40	1.22
ii Overseas	-	-	-	-	-	-	-	-	-
b. Individuals									
i Individual shareholders holding nominal share capital upto ₹1 lakh	28,17,325	-	28,17,325	17.03	26,98,538	2,80,599	29,79,137	18.01	(1.00)
ii Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3,61,199	-	3,61,199	2.18	1,52,000	-	1,52,000	0.92	1.26
Qualified Foreign Investor									
NBFCs registered with RBI	-	-	-	-	31,446	-	31,446	0.19	(0.19)



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
c. Others (Specify)									
i. Clearing Member	2,20,969	-	2,20,969	1.34	55,964	-	55,964	0.34	1.00
ii. NRI (Repatriable)	62,773	297	63,070	0.37	56,808	297	57,105	0.35	0.02
iii. NRI (Non-Repatriable)	42,048	-	42,048	0.25	48,388	-	48,388	0.29	(0.04)
iv. Trusts	-	-	-	-	-	-	-	-	-
v. Hindu Undivided Family	1,85,025	14	1,85,039	1.12	2,44,218	14	2,44,232	1.48	(0.36)
vi. IEPF	51,854	-	51,854	0.31	1,24,307	-	1,24,307	0.75	(0.44)
vii. Foreign Companies	-	2,850	2,850	0.02	-	2,850	2,850	0.02	-
Sub-Total (B)(2)	49,99,299	2,624	50,01,923	30.24	44,67,206	2,85,961	47,53,167	28.74	1.5
Total Public Shareholding (B)=(B)(1)+ (B) (2)	50,83,736	7,598	50,91,334	30.78	45,10,032	2,88,085	47,98,117	29.01	1.77
C Shares held by the Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,65,37,417	7,598	1,65,39,015	100.00	1,62,50,930	2,88,085	1,65,39,015	100.00	-

ii) Shareholding of promoters

Sr. No.	Shareholders Name	Shareholding at the Beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total share holders	No. of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total share-holders	
1	Chattarpati Apartments LLP	53,08,151	32.09	-	362	-	-	(32.09)
2	Instant Holdings Limited	2,84,597	1.73	-	97	-	-	(1.73)
3	Summit Securities Limited	398	-	-	398	-	-	-
4	STEL Holdings Limited	5,02,550	3.04	-	5,02,550	3.04	-	-
5	Carniwal Investments Limited	6,500	0.04	-	6,500	0.04	-	-
6	Swallow Associates LLP	10	-	-	10	-	-	-
7	Sudarshan Electronics and T.V. Ltd	17,92,001	10.84	-	501	-	-	(10.84)
8	Ektara Enterprises LLP	100	-	-	23,58,831	14.26	-	14.26
9	Atlantus Dwellings And Infrastructure LLP	-	-	-	10	-	-	-
10	Malabar Coastal Holdings LLP	-	-	-	10	-	-	-
11	Sofreal Mercantrade Pvt Ltd	-	-	-	10	-	-	-
12	Vayu Udaan Aircraft LLP	-	-	-	10	-	-	-
13	Harsh Vardhan Goenka*	35,17,709	21.27	-	88,35,944	53.42	-	32.15
14	Harsh Vardhan Goenka	26,913	0.16	-	26,913	0.16	-	-
15	Mala Goenka	8,747	0.05	-	8,747	0.05	-	-
16	Harsh Vardhan Goenka**	1	-	-	1	-	-	-



Sr. No.	Shareholders Name	Shareholding at the Beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total share holders	No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total share-holders	
17	Harsh Vardhan Goenka***	1	-	-	1	-	-	-
18	Harsh Vardhan Goenka****	1	-	-	1	-	-	-
19	Harsh Vardhan Goenka*****	1	-	-	1	-	-	-
20	Harsh Vardhan Goenka*****	1	-	-	1	-	-	-
	Total	1,14,47,681	69.22	-	1,17,40,898	70.97		1.75

* Trustee of Nucleus Life Trust.

** Trustee of Crystal India Tech Trust.

*** Trustee of Monitor Portfolio Trust.

**** Trustee of Stellar Energy Trust.

***** Trustee of Secura (India) Trust.

***** Trustee of Prism Estates Trust.

iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Shareholder's Name		Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year			1,14,47,681	69.22	1,14,47,681	69.22
1	Ektara Enterprises LLP					
	09.10.2018	Market Purchase	32,582	0.19	1,14,80,263	69.41
	10.10.2018	Market Purchase	15,628	0.09	1,14,95,891	69.50
	12.10.2018	Market Purchase	29,635	0.18	1,15,25,526	69.68
	17.10.2018	Market Purchase	3,924	0.02	1,15,29,450	69.70
	25.10.2018	Market Purchase	23,671	0.14	1,15,53,121	69.84
	25.10.2018	Market Purchase	6,037	0.04	1,15,59,158	69.88
	29.10.2018	Market Purchase	6,132	0.04	1,15,65,290	69.92
	07.12.2018	Market Purchase	13,953	0.08	1,15,79,243	70.00
	11.12.2018	Market Purchase	6,209	0.04	1,15,85,452	70.04
	18.12.2018	Market Purchase	6,571	0.04	1,15,92,023	70.08
	19.12.2018	Market Purchase	9,750	0.06	1,16,01,773	70.14
	24.12.2018	Market Purchase	19,783	0.12	1,16,21,556	70.26
	12.02.2019	Market Purchase	5,159	0.03	1,16,26,715	70.29
	14.02.2019	Market Purchase	24,657	0.15	1,16,51,372	70.44



Sr. No.	Shareholder's Name		Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	18.02.2019	Market Purchase	24,610	0.14	1,16,75,982	70.59
	20.02.2019	Market Purchase	10,964	0.06	1,16,86,946	70.59
	01.03.2019	Market Purchase	6,886	0.04	1,16,93,832	70.70
	05.03.2019	Market Purchase	4,923	0.03	1,16,98,755	70.73
	08.03.2019	Market Purchase	15,675	0.09	1,17,14,430	70.83
	28.03.2019	Market Purchase	9,736	0.06	1,17,24,166	70.88
	29.03.2019	Market Purchase	6,246	0.03	1,17,30,412	70.92
2	Nucleus Life Trust					
	12.03.2019	Market Purchase	10,446	0.06	1,17,40,858	70.99
	At the End of the year		1,17,40,858	70.99	1,17,40,858	70.99

Inter se Transfer

Sr. No.	Shareholder's Name		Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Chattarpati Apartments LLP					
	03.04.2018	Inter se transfer	50,21,628	30.36	-	-
2	Nucleus Life trust					
	03.04.2018	Inter se transfer	-	-	50,21,628	30.36
3	Instant Holdings Limited					
	03.04.2018	Inter se transfer	2,84,500	1.72	-	-
4	Sudarshan Electronics & T.V. Limited					
	03.04.2018	Inter se transfer	17,91,500	10.83	-	-
5	Ektara Enterprises LLP					
	03.04.2018	Inter se transfer	-	-	20,76,000	12.55
6	Chattarpati Apartments LLP					
	24.05.2018	Inter se transfer	1,25,161	0.75	-	-
7	Nucleus Life trust					
	24.05.2018	Inter se transfer	-	-	1,25,161	0.75
8	Chattarpati Apartments LLP					
	01.08.2018	Inter se transfer	1,61,000	0.97	-	-
9	Nucleus Life trust					
	01.08.2018	Inter se transfer	-	-	1,61,000	0.97


iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mentor Capital Limited	3,27,584	1.98	3,27,584	1.98
2	Runner Marketing Private Limited	-	-	2,00,000	1.21
3	Neville Jjibhoy Mistry	1,52,000	0.92	1,52,000	0.92
4	IL And FS Securities Services Limited	81,434	0.49	66,944	0.40
5	Singhi Dinesh Kumar Huf	-	-	40,000	0.24
6	Arihant Capital Mkt. Ltd	15,134	0.09	39,081	0.24
7	Axis Bank Limited	44,670	0.27	36,799	0.22
8	Zen Securities Ltd	35,264	0.21	33,794	0.20
9	Edelweiss Custodial Services Limited	10,762	0.07	29,323	0.18
10	Rockstar Securities Services Pvt Ltd	48,335	0.29	19,000	0.11
11	Pace Stock Broking Services Private Limited	2,00,000	1.21	2,999	0.02

Notes:

- In case of joint holding, the name of first holder has been considered.
- The shares of the Company are traded on daily basis by the top ten shareholders and hence the date wise increase/decrease in the shareholding is on consolidated basis.
- The shareholding details are given on the legal ownership and not beneficial ownership.

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	Shareholding of Directors:				
	At the beginning of the year				
1	H.V. Goenka, Chairman	26,913	0.16	26,913	0.16
2	Yugal Sikri, Managing Director	-	-	-	-
3	Narendra Ambwani, Director	1,000	-	1,000	-
4	Sachin Nandgaonkar, Director	5,100	0.03	7,606	0.04
	At the end of the year	33,013	0.19	35,519	0.21
	Shareholding of KMP:				
	At the Beginning of the year	-	-	-	-
1	Mahesh Narayanaswamy- Vice President Finance	-	-	-	-
2	Rajesh Shirambekar, Company Secretary	-	-	-	-
	At the end of the year	-	-	-	-

Notes:

- Apart from above no other Director and KMP holds any shares at the beginning and end of the financial year 2018-19 in the Company.
- Further apart from above there was no increase/decrease in shareholding of any other Director and KMP.


V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year				
i. Principal Amount	4,973	449	-	5,422
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	2	-	-	2
Total (i+ii+iii)	4,975	449	-	5,424
Change in Indebtedness during the Financial year				
• Addition	-	1,788	-	1,788
• Reduction	(3,588)	-	-	(3,588)
Net Changes	(3,588)	1,788	-	(1,800)
Indebtedness at the end of the Financial year				
i. Principal Amount	1,387	2,237	-	3,624
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not paid	-	-	-	-
Total (i +ii +iii)	1,387	2,237	-	3,624

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Mr. Yugal Sikri*	Mr. CT. Renganathan**
1	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,06,82,664	2,19,58,379
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	• As % of profit		
	• Others, specify	-	-
5	Other please specify:		
	• Performance Bonus	-	1,09,31,070
	• Retiral Benefits	4,05,000	6,86,070
	Total (A)	1,10,87,664	3,35,75,519
	Ceiling as per the Act	As per Section 197 of Companies Act, 2013	

Note:

* Remuneration paid to Mr. Yugal Sikri as Managing Director for the period October 1, 2018 to March 31, 2019.

**Remuneration paid to Mr. C.T. Renganathan as Managing Director for the period April 1, 2018 to September 30, 2018 and as Whole Time Director for the period October 1, 2018 to November 30, 2018.


B. Remuneration to other Directors

(Amount in ₹)

Sr. No.	Particulars of Remuneration	H.V. Goenka	C.L.Jain	Dr. Lalit S. Kanodia	Mahesh Gupta	Manoj Maheshwari	Narendra Ambwani	Zahabiya Khorakiwala	Yugal Sikri*	Sachin Nandgaonkar	Total
		1	2	3	4	5	6	7	8	9	
1.	Independent Directors Fee for attending board committee meetings	-	8,25,000	6,15,000	7,04,000	6,00,000	6,64,000	4,10,000	3,05,000	-	41,23,000
	Commission	-	-	-	-	-	-	-	-	-	-
	Other, please specify	-	-	-	-	-	-	-	-	-	-
	Total (1)	-	8,25,000	6,15,000	7,04,000	6,00,000	6,64,000	4,10,000	3,05,000	-	41,23,000
2.	Other Non-Executive Directors	6,00,000	-	-	-	-	-	-	-	8,15,000	14,15,000
	Fee for attending board committee meetings	-	-	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-	-	-
	Others ,please specify	-	-	-	-	-	-	-	-	-	-
Total (2)	6,00,000	0	0	0	0	0	0	0	8,15,000	14,15,000	
Total (B)= (1+2)	6,00,000	8,25,000	6,15,000	7,04,000	6,00,000	6,64,000	4,10,000	3,05,000	8,15,000	55,38,000	
Total Managerial Remuneration											55,38,000
Overall Ceiling as per the Companies Act, 2013 is											₹ 1 lakh per Board meeting

Note: * sitting fees paid to Mr. Yugal Sikri as Independent Director from April 1, 2018 to September 27, 2018.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Vice President – Finance	Company Secretary	Total
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	46,05,607	44,21,736	90,27,343
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	75,241	62,681	1,37,922
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	No new stock options granted during the year		-
3	Sweat Equity	-	-	-
4	Commission			
	• As % of profit	-	-	-
	• Others, specify	-	-	-
5	Other please specify	-	-	-
	Total (A)	46,80,848	44,84,417	91,65,265

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the companies Act	Brief Description	Details of penalty/ punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any(give Details)
A. Company					
B. Directors					
C. Other officers in Default					
Penalty/ Punishment/ Compounding	NIL	NIL	NIL	NIL	NIL