

# Notice

**NOTICE IS HEREBY GIVEN THAT THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RPG LIFE SCIENCES LIMITED WILL BE HELD ON WEDNESDAY, JULY 16, 2025 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:**

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025 and the Report of the Board of Directors and Auditors' thereon.
2. To declare dividend of ₹ 20/- (250%) and additional special dividend of ₹ 4/- (50%) per equity share of face value of ₹ 8/- each for the Financial Year ended March 31, 2025.
3. To appoint a Director in place of Mr. Rajat Bhargava (DIN: 07752438), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Ms. Vasundhara Patni (DIN: 05015021), who was appointed as an Additional Director in the capacity of Non-Executive Non Independent Director of the Company with effect from April 28, 2025 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of

the Company, Mr. Yugal Sikri (DIN 07576560), be and is hereby appointed as a Non-Executive Non-Independent Director of the Company with effect from May 1, 2025 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, liable to retire by rotation.

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

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

“RESOLVED THAT Mr. Ashok Nair (DIN: 07906710), who was appointed by the Board of Directors as an Additional Director by the Board of Directors with effect from May 01, 2025, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

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

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act and rules made thereunder read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations') as amended and Articles of Association of the Company and subject to such other approval(s), sanction(s) and permission(s) as may be applicable / required from any of the authorities and subject to such other conditions and modifications as may be prescribed or imposed by any of them in granting

such approval(s), sanction(s) and permission(s) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of members be and is hereby accorded for appointment of Mr. Ashok Nair (DIN: 07906710) as the Managing Director of the Company in a professional capacity, for a period of 3 (three) years with effect from May 1, 2025 to April 30, 2028 (both days inclusive) on such remuneration as detailed in the Explanatory Statement with authority to the Board of Directors (hereinafter referred to as 'the Board', which term shall deem to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of re-appointment and remuneration.

RESOLVED FURTHER THAT the Board of Directors upon the recommendation of the Nomination and Remuneration Committee be and is hereby authorised to alter or enhance, including periodical increase in his remuneration as may be permissible within the overall limits as prescribed under Section 197 of the Act and rules made thereunder, the SEBI Listing Regulations and other applicable laws, regulations, as amended from time to time and alter such terms & conditions as set out in the Agreement, as it may deem appropriate in compliance with the applicable regulatory provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised 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."

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

"RESOLVED THAT pursuant to the provisions of Section 148 read with Companies (Audit and Auditors) Rules, 2014, and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kirit Mehta & Co. (Registration No. 000353), Cost Accountants, appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

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

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules

made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Parikh Parekh & Associates. (PR No. 6389/2025), Company Secretaries, be and are hereby appointed as Secretarial Auditors of the Company, for Audit period of first term of 5 consecutive years commencing from FY 2025-26 till FY 2029-30, at such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors and the Board of Directors/ Audit Committee of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this Resolution."

**Notes:**

1. Ministry of Corporate Affairs ("MCA") vide its Circular No. 9/2024 dated September 19, 2024 (In continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members till September 30, 2025. In compliance with the applicable provisions of the Act and MCA Circulars, the 18th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. Since this AGM is being held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company.. The deemed venue of the Eighteenth AGM shall be the Registered Office of the Company. In terms of the said Circulars, the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Eighteenth Annual General Meeting of the Members is to be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and also available at the Company's website [www.rpglifesciences.com](http://www.rpglifesciences.com).
2. The Annexure to notice in respect of the Directors seeking appointment/re-appointment at the AGM and relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 4 to 9 set out above and details to be given as per Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance

- of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rpgls.scrutinizer@gmail.com](mailto:rpgls.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  5. Corporate Members intending to send their authorized representatives to attend the Meeting through VC, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
  6. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled commencement time of the Meeting and window for joining the Meeting shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 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.
  7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  8. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing at Item Nos. 4 to 9 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
  9. The Company has fixed Friday, June 27, 2025 as the Record Date for determining the entitlement of Members for payment of Dividend for the Financial Year ended on March 31, 2025, if approved at the AGM.
  10. The dividend for the Financial Year March 31, 2025, as recommended by the Board, if approved by the shareholders, will be paid subject to deduction of tax at source, as applicable on or after Thursday, July 17, 2025.
  11. In line with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, this Notice along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Depositories/ Depository Participants. Members may note that The Notice of AGM and Annual Report 2024-25 are available on the Company's website at [https://www.rpglifesciences.com/website/annual\\_reports.php](https://www.rpglifesciences.com/website/annual_reports.php) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Additionally, as per Regulation 36(1)(b) of the Listing Regulations a letter providing the weblink of the Annual Report for FY 2024-25, will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories/Depository Participants.
- The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.
- For Members holding shares in Demat form:**
- i) The dividend shall be paid to those Members whose names stand registered in the Company's register of Members as Beneficial Owners as at the end of business day on Friday, June 27, 2025 as per the list to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
  - ii) Members may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the Members holding shares in dematerialised mode for any change of bank particulars or bank mandates. Hence, such changes in Bank details, ECS mandate, address or e-mails are to be furnished by the Members to their Depository Participant only.
- For Members holding shares in Physical form:**
- i) The dividend shall be paid to those Members whose names stand registered in the Company's Register of Members as Members on the end of business day on Friday, June 27, 2025.
  - ii) SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 03,

2021, clarification issued vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for shares held in physical mode. The Company has sent a letter to all the Shareholders holding shares in physical mode whose details are yet to be updated seeking the information.

Detailed information in this regard is available at the Company's website [https://www.rpglifesciences.com/website/forms\\_related\\_to\\_physical\\_shares.php](https://www.rpglifesciences.com/website/forms_related_to_physical_shares.php).

- iii) With a view to avoid any fraudulent encashment of dividend, the Member(s) holding shares in physical mode are requested to submit, if not already submitted, particulars of their Bank Accounts

(Bank Account number, the name of the Bank and the Branch) in 'Form ISR - 1' along with copy of the cancelled cheque leaf with the first named shareholder's name imprinted on the face of the cheque leaf, where they would like to deposit the dividend warrants for encashment. These details should be furnished by the first/sole shareholder, directly to the Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited ('RTA') (Unit: RPG Life Sciences Limited), C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, Tel: +91 810 811 6767, Fax: 022-49186060, by quoting the folio number.

- iv) Members are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is displayed on the Company's website and can be accessed at [https://www.rpglifesciences.com/website/forms\\_related\\_to\\_physical\\_shares.php](https://www.rpglifesciences.com/website/forms_related_to_physical_shares.php)
- v) SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4 August 2023, read with master circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [https://www.rpglifesciences.com/website/grievance\\_redressal.php](https://www.rpglifesciences.com/website/grievance_redressal.php).

- vi) Members holding shares in the same name or in the identical order of names but in multiple Folios, are requested to send to the Company or MUFG Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

#### 11. Deduction of Tax on Dividend

- i) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and therefore the Company is required to deduct tax at source/withhold tax from dividend to be paid to shareholders at the prescribed rates.

For the prescribed rates for various categories, the shareholders are requested to refer to the provisions in the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

The voting rights on the shares outstanding in the suspense account as on March 31, 2025 shall remain frozen till the rightful owner of such shares claims the shares.

- ii) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to MUFG Intime India Private Limited, the Company's RTA at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) or by email to [rnt\\_helpdesk@in.mpms.mufg.com](mailto:rnt_helpdesk@in.mpms.mufg.com) by Friday, June 27, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate as applicable.
- iii) Non-resident shareholders (including Foreign Institutional Investors - FIIs/ Foreign Portfolio Investors - FPIs) can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the same at <https://www.in.mpms.mufg.com> or sending the same by email to [rnt\\_helpdesk@in.mpms.mufg.com](mailto:rnt_helpdesk@in.mpms.mufg.com). Therefore said declarations and documents need to be submitted by the shareholders by Friday, June 27, 2025.
- iv) The formats of declarations, are available on the Company's website at [https://www.rpglifesciences.com/website/TDS\\_on\\_dividend\\_communication.php](https://www.rpglifesciences.com/website/TDS_on_dividend_communication.php).

12. In case of joint holders, the shareholder 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.
13. There were no shares lying to claim in the Unclaimed Suspense Account.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM and all other documents referred to in the Notice and Explanatory Statements, will be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members can inspect the same by sending an email to [cosec@rpgls.com](mailto:cosec@rpgls.com).
15. Shareholders who have not received/ not encashed their dividend for the previous years, may approach the Company or the Registrar & 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 125 of the Companies Act, 2013. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. During the financial year, the dividend declared by the Company in respect of the financial year 2017-18, which is unclaimed, has been transferred to IEPF. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company.
17. The Company has authorised Registrar and Transfer agents viz. MUFG Intime India Private Limited to issue the securities in dematerialised form only while processing shareholder request such as issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal /exchange of securities certificate, endorsement, sub-division/splitting of shares, consolidation of share certificates/folios, transmission and transposition as per Securities and Exchange Board of India vide its circular dated January 25, 2022. The RTA shall credit the shares to the Suspense Escrow Demat Account of the Company if the shareholder/claimant fails to submit the demat request within 120 days of issuance of Letter of Confirmation.
18. To support the "Green Initiative", we request Members, holding shares in demat form, to kindly register/update your email address with your respective Depository Participants. Further members, holding shares in physical form, can kindly register/update your email address with the Registrar and Share Transfer Agents of the Company at Email: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com). Website: <https://in.mpms.mufg.com/>. The registered email address will be used for sending future communications.
19. **Instructions for e-voting and joining the AGM are as follows:**
  - A. **Voting through electronic means (Remote e-voting):**
    1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
    2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
    3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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 reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [https://www.rpglifesciences.com/website/aggm\\_and\\_postal\\_ballot.php](https://www.rpglifesciences.com/website/aggm_and_postal_ballot.php). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, July 13, 2025 at 09:00 A.M. and ends on Tuesday, July 15, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, June 27, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, June 27, 2025.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


##### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

#### Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="812 1008 1185 1239" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 134091 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rpgls.scrutinizer@gmail.com](mailto:rpgls.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, at [evoting@nsdl.com](mailto:evoting@nsdl.com).

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 [cosec@rpgls.com](mailto:cosec@rpgls.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [cosec@rpgls.com](mailto:cosec@rpgls.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([cosec@rpgls.com](mailto:cosec@rpgls.com)). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [cosec@rpgls.com](mailto:cosec@rpgls.com) between 9.00 a.m. (IST) on Friday, July 4, 2025 and 5.00 pm (IST) on Sunday, July 6, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
7. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries on accounts or any matter to be placed at the AGM may send the same latest by Sunday, July 6, 2025 mentioning their name, DP ID

and Client ID/ folio number, PAN, mobile number at [cosec@rpgls.com](mailto:cosec@rpgls.com). These queries will be replied by the Company suitably either at the AGM or by email.

20. Mr. P. N. Parikh (FCS 327 CP 1228) or failing him Mr. Mitesh Dhaliwala (FCS 8331 CP 9511) of Parikh Parekh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizers for conducting the remote e-voting and the e-voting during the AGM in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later

than 48 hours after conclusion of 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. The Scrutinizer's decision on the validity of votes cast will be final.

22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.rpglifesciences.com](http://www.rpglifesciences.com)) and on the website of NSDL e-voting i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited within two working days after the AGM.

**Registered office:**

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

Place: Mumbai

Date: April 28, 2025

**By Order of the Board of Directors**

**Rajesh Shirambekar**

Head – Legal & Company Secretary  
(ACS No. 11146)

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS RESOLUTIONS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 28, 2025, has appointed Ms. Vasundhara Patni (DIN: 05015021) as Additional Director in the capacity of Non-Executive and Non-Independent Director, liable to retire by rotation in accordance with the Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to approval of the shareholders.

The Company has received requisite consent and declarations from Ms. Patni in accordance with the provision of the Companies Act, 2013 ('the Act') and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('SEBI Listing Regulations'). She is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. A notice in writing in the prescribed manner as required pursuant to Section 160 of the Act, as amended and the Rules made thereunder has been received by the Company, concerning the appointment of Ms. Patni as a Non-Executive Non-Independent Director of the Company.

The brief profile of Ms. Patni is provided separately in Annexure to the Notice.

Accordingly, it is proposed to appoint Ms. Patni as a Non-Executive Non-Independent Director of the Company, who shall be liable to retire by rotation.

The Board recommends the Ordinary Resolution, as set out in the accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Ms. Vasundhara Patni and her relative Mr. Harsh V. Goenka, is in any way concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in the Notice.

### Item No. 5

Mr. Yugal Sikri (DIN: 07576560) is associated with the Company since July 27, 2016, initially, as an Independent and was appointed as the Managing Director of the Company in a professional capacity by the shareholders of the Company for a term of 3 (Three) years with effect from October 1, 2018 and was re-appointed by the Shareholders of the Company for a term of 2 (Two) years and 7 (Seven) months with effect from October 1, 2021 and was further re-appointed for a term of 1 (One) year with effect from May 1, 2024. His existing term is expiring on April 30, 2025.

In view of the valuable contribution made by Mr. Sikri, as the Managing Director in overall turnaround and growth of the Company, it is proposed to continue Mr. Sikri as Non-Executive Non-Independent Director of the Company with effect from May 1, 2025 after expiry of his term as the Managing Director of the Company on April 30, 2025.

Accordingly, the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company at their respective meetings held on April 28, 2025 in accordance with the provisions of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of the Shareholders of the Company, have appointed Mr. Sikri as the Non-Executive Non-Independent Director of the Company.

The Board and the NRC, while re-appointing Mr. Sikri as the Managing Director of the Company, have considered his background, experience and contributions to the Company.

The Company has received requisite consent and declarations from Mr. Sikri in accordance with the provision of the Companies Act, 2013 ('the Act') and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('SEBI Listing Regulations'). He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. A notice in writing in the prescribed manner as required pursuant to Section 160 of the Act, as amended and the Rules made thereunder has been received by the Company, concerning the appointment of Mr. Sikri as a Non-Executive Non-Independent Director of the Company.

The brief profile of Mr. Sikri is provided separately in Annexure to the Notice.

Accordingly, it is proposed to appoint Mr. Sikri as a Non-Executive Non-Independent Director of the Company, who shall be liable to retire by rotation.

The Board recommends an Ordinary Resolution, as set out in the accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Yugal Sikri and his relative(s), is in any way concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in the Notice.

### Item Nos. 6 & 7

Pursuant to the recommendation of the Nomination and Remuneration Committee, The Board of Directors of the Company at its meeting held on April 28, 2025 had approved the appointment and remuneration of Mr. Ashok Nair as

an Additional Director in the capacity of Managing Director (MD) of the Company for a period of 3 (Three) years effective from May 1, 2025 to April 30, 2028, subject to approval of Shareholders, on terms and conditions as set out in the Agreement dated May 1, 2025 to be entered into between the Company and Mr. Nair.

The remuneration of Mr. Ashok Nair as MD shall be in accordance with the provisions of Sections 197 and 198 read with Schedule V of the Companies Act, 2013 ('Act') and subject to approval of Members as below:

Particulars	Mr. Ashok Nair (DIN: 07906710)
Basic Salary per month	8,75,000
Management Allowance per month	14,77,913
Other Allowances* per month	NIL
Telephone/Mobile expenses per month	At actuals
Performance Bonus per annum	100 lakhs
PF/SAF/Gratuity/ Leave Encashment	1,47,088
Group Medical Insurance/ Group Term Life Insurance	6 lakhs
Annual Increments	As per Company Policy and/or as decided by the Nomination and Remuneration Committee/ Board.
Maximum remuneration per annum	upto ₹ 6.00 crores including annual / interim increments as per the Company policy.

\* Other allowances includes Personal Pay, Housing rentals, Medical, LTA, Meal Coupons, Furniture and Equipment Plan, Car, Fuel and Driver Charges and such other allowances as may be recommended by the Nomination and Remuneration Committee and determined by the Board from time to time.

Subject to the control and supervision of the Board of Directors, Mr. Nair, shall be in-charge of management of affairs of the Company and shall perform such duties and exercise such powers as may be entrusted to him from, time to time, by the Board and Members, except such matters which are specifically required to be undertaken by the Board under the applicable provisions of the Articles of Association of the Company or under the Act and the rules made thereunder or under the SEBI Listing Regulations, as amended from time to time. He shall continue to be a Key Managerial Personnel of the Company.

The appointment and remuneration of Mr. Ashok Nair is in compliance with the provisions of Sections 196, 197, 203 the rules made thereunder and other relevant and applicable provisions, if any, of the Act, the Articles of Association of the Company and the SEBI Listing Regulations. Mr. Nair, MD of the Company, shall not be paid any fees for attending meetings of the Board or Committee(s) thereof.

Taking into account his expertise in general management and business operations skills, thought leadership, strategy, sales and marketing, the Board recommends appointment of Mr. Ashok Nair as the MD of the Company, for a period of 3 (three) year w.e.f. May 1, 2025. Mr. Ashok Nair is neither disqualified from being appointed as Director in terms of the provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority and is also eligible to act as Managing Director of the Company pursuant to applicable provisions of the Act. Members' approval is hereby sought for the appointment of Mr. Ashok Nair as MD of the Company for a period of 3 (three) years effective May 1, 2025, and fix the remuneration payable to him in that capacity in accordance with the remuneration policy of the Company.

The Company has received requisite consent and declarations from Mr. Nair in accordance with the provision of the Companies Act, 2013 ('the Act') and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('SEBI Listing Regulations'). He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority. A notice in writing in the prescribed manner as required pursuant to Section 160 of the Act, as amended and the Rules made thereunder has been received by the Company, concerning the appointment of Mr. Nair as Managing Director of the Company, not liable to retire by rotation.

The brief profile of Mr. Nair is provided separately in Annexure to the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Nair himself is, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 6 and 7 of the Notice. The Board recommends the Ordinary Resolution, as set out at Item No. 6 and 7 of the Notice, for approval by the Members of the Company.

#### Item No. 8

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kirit Mehta & Co., Cost Auditors, to conduct the audit of the cost records in respect of pharmaceutical activities of the Company for the financial year ending March 31, 2026, on a remuneration not exceeding ₹ 3,25,000/- p.a., exclusive of all taxes and out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution, as set out at Item No. 8 of accompanying Notice, for approval by the shareholders.

**Item No. 9**

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Parikh Parekh & Associates, Company Secretaries, to conduct the audit of the secretarial records and practices of the Company on the following terms and conditions:

- a) Term of appointment: 5 (Five) consecutive years for Audit period of 5 years commencing from FY 2025-26 till FY 2029-30.
- b) Proposed Fees: ₹ 1,35,000/- p.a. (Rupees One Lakh Thirty-Five Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, such fee as maybe mutually agreed between the Board of Directors and the Secretarial Audit Firm.

The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c) Basis of recommendations: The recommendations are based on evaluation and consideration of various

factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.,

- d) Credentials: The Secretarial Audit Firm, established in the year 2004, is a reputed firm of Practicing Company Secretaries with a legacy of excellence spanning over three decades. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.
- e) Consent and Eligibility: The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by ICSI.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution, as set out at Item No. 9 of accompanying Notice, for approval by the shareholders.

**Registered office:**

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

Place: Mumbai  
Date: April 28, 2025

**By Order of the Board of Directors**

**Rajesh Shirambekar**  
Head – Legal & Company Secretary  
(ACS No. 11146)

## ANNEXURE TO NOTICE

### DETAILS OF DIRECTORS' SEEKING APPOINTMENT /RE-APPOINTMENT AT ANNUAL GENERAL MEETING (Pursuant to Regulations 36(3) of Listing Regulations and Secretarial Standards-2 on General meeting)

Name of the Director	Mr. Rajat Bhargava (DIN:07752438)	Ms. Vasundhara Patni (DIN:05015021)	Mr. Yugal Sikri (DIN 07576560)	Mr. Ashok Nair (DIN: 07906710)
Date of Birth & Age	27 January 1972 53	13 January 1984 41	01 January 1957 68	23 May 1963 62
Date of first Appointment on the Board	25 January 2021	28 April 2025	27 July 2016	01 May 2025
Qualification	Master in Business Administration, IIM-Ahmedabad, B.Tech (Computer Science), IIT-Delhi	Bachelor of Arts and Science, University of Pennsylvania with a major in Communications	Pharmacy from IIT, BHU, Master in Marketing Management, Jammalal Bajaj Institute of Management Studies, Certificates in Management, Thunderbird and Harvard Business Schools	B.Sc (Chemistry), Bhopal university, Master in Business Administration in Marketing and Personal Management, National Institute of Business Management, Chennai, Advanced Management credentials, Harvard Business School and Columbia Business School.
Brief Profile	<p>Mr. Rajat Bhargava, Member of the Management Board of the RPG Group, joined the Group in January 2021. He is the CEO of the Speciality Sector at the RPG Group, comprising of Harrison's Malayalam, a tea and rubber plantation company; Raychem RPG, a JV with TE Connectivity in Energy Products; and RPG Life Sciences, a pharma company. He is also responsible for providing thought leadership and driving group-wide initiatives in digital, business excellence and innovation. In addition, he is the Group Chief Strategy Officer with responsibilities spanning all group companies. Prior to the RPG Group, Rajat spent more than 7 years with Hero MotoCorp, the global two wheelers leader. At Hero MotoCorp, Rajat held a number of responsibilities, including Head-Global Business, Head-Electric Vehicles, and Head-Strategy. Prior to Hero MotoCorp, Rajat worked with McKinsey &amp; Company for more than 16 years. He left McKinsey as a Partner, and the leader of Asia Pacific Purchasing practice and the co-leader of the Industrial practice in India.</p>	<p>Ms. Vasundhara Patni is a Mumbai based innovative entrepreneur and business leader with over 15 years of experience across consumer goods, early childhood education, and clean beauty. She is the Founder and CEO of Kiro Beauty, one of India's first clean, toxin-free, vegan makeup brands.</p> <p>Ms. Patni's entrepreneurial journey started with the launch of The Ice Stone Factory, India's first "fresh-made" cold slab ice cream dessert chain, where she also led brand development, retail expansion and customer experience strategy across multiple outlets in Mumbai. She ventured into the education sector, developing early childhood programs in collaboration with educators from Harvard, MIT, and other leading US universities. The programs were focused on cognitive, emotional and physical development strategies for young children.</p> <p>In August 2020, recognizing a need in the Indian beauty market for high-performance, toxin-free cosmetics, Vasundhara founded Kiro Beauty. The brand offers 100% vegan, cruelty-free, and paraben-free products, combining indulgence with intentionality. Kiro's product line includes over 120 SKUs, featuring skincare-infused makeup that caters to modern Indian women.</p>	<p>Mr. Yugal Sikri is a senior pharma industry professional with rich and diverse experience in pharmaceutical industry. Mr Sikri has successfully led large businesses, building blockbusters and bringing in business turnarounds. Mr. Sikri has successfully handled and overlooked domestic and international business for reputed companies like GlaxoSmithKline, Warner Lambert/ Pfizer, Novartis, Ranbaxy and RPGLS for many years. He is also an Independent Director on the Board of AIC NMIMS Incubation Centre. Mr. Sikri was Managing Director of RPGLS from October 1, 2018 to April 30, 2025.</p> <p>Mr. Sikri has been closely involved with Industry affairs: served as the Vice Chair of OPPI Marketing Committee, contributing to creating Industry's Code, Awards and Initiatives; invited by McKinsey to be in the Steering Committee of its widely referred publication, "India Pharma 2020"; invited by Govt of India's Niti Aayog-DMAI to "Govt Industry Dialogue" and invited to chair/speak at several Pharma/cross-industry platforms like CPHI, CII, IPC, IDMA, Innogen, Biopharma India, India Pharma Marketing, CNBC TV18 CEO Panel, McKinsey CEO Forum, Pharma Leaders Roundtable, CIO Summits. Mr. Sikri was honoured with 'Outstanding Achiever Award 2020' by the RPG Group.</p>	<p>Mr. Ashok Nair is an established healthcare leader with 39 years of experience and successful track record of building new businesses and turning around existing ones. He has worked with a broad spectrum of companies, from mature ones to healthcare startups. His last corporate role was as the Managing Director of Abbott Primary Care. Through his long career, he worked with leading pharmaceutical companies such as Abbott, Torrent Pharma, Sun Pharma and Cipla; in areas such as sales, marketing, commercial and product management. He was also involved in formulating policy under the aegis of various industry bodies. More recently, he was a Co-Founder of WatchYourHealth, a B2B healthtech startup since June 2023. He also advised PE firms on healthcare topics.</p>

Name of the Director	Mr. Rajat Bhargava (DIN:07752438)	Ms. Vasundhara Patni (DIN:05015021)	Mr. Yugal Sikri (DIN 07576560)	Mr. Ashok Nair (DIN: 07906710)
		Ms. Patni possesses relevant expertise and experience, and her continuation on the Board shall be of immense value for the strategic direction to the Company.	He cares deeply about coaching next-gen - passionate about transforming Pharma education by forging a strong academia-industry partnership. He led the Pharma Management Education at NMIMS, India's leading private University for around 3 years and continues to teach courses on Leadership, Strategy & Innovation.	
Expertise in Specific functional area	Providing thought leadership and driving group-wide initiatives in digital, strategy, business excellence and innovation.	Innovative entrepreneur and business leader, developing early childhood programs in collaboration with educators from Harvard, MIT, and other leading US universities.	Thought-leader on the impact of innovation and Mentor to high impact digital health ventures at RPG and at Atal Incubation Centre, a leading Government of India-NMIMS initiative.	Building new businesses and turning around existing ones. Expertise in the areas such as sales, marketing, commercial and product management, formulating policy under the aegis of various industry bodies.
Terms and condition of appointment/re-appointment	Mr. Bhargava is liable to retire by rotation and offers himself for re-appointment	set out in the resolution(s) at Item No. 4 and explanatory statement annexed to this Notice	set out in the resolution(s) at Item No. 5 and explanatory statement annexed to this Notice	set out in the resolution(s) at Item No. 6 and 7 and explanatory statement annexed to this Notice
List of Directorships/ Memberships/ chairmanship of Committee (excluding foreign Companies)	1. Raychem- RPG Private Limited 2. Spencer International Hotels Limited 3. Harrisons Malayalam Limited	1. Svah Cosmetics Private Limited 2. Eorganico and Beauty Product Private Limited 3. Patni Financial Advisors Private Limited 4. Kalpavruksh Systems Private Limited 5. Patni Healthcare Private Limited	1. AIC-NMIMS Incubation Centre	Nil
Resignation from Listed entities in the past three years	Nil	Nil	Nil	1. Watch Your Health.com India Private Limited 2. Abbott Healthcare Private Limited
No. of shares held in the Company, including shareholding as a beneficial owner	Nil	Nil	Nil	Nil
Disclosure of Relationship with other Directors and Key Managerial Personnel	None	Ms. Patni is a daughter of Mr. Harsh V. Goenka, Chairman of the Company.	None	None
Number of Meetings attended during 2024-25	6	Nil	6	Nil
The profile and specific areas of expertise of the directors and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided in the Corporate Governance report which forms part of this Annual Report	Not Applicable	Not Applicable	Not Applicable	Not Applicable