

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RPG LIFE SCIENCES LIMITED WILL BE HELD ON WEDNESDAY, JULY 27, 2016 AT 3.00 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 Financial Statements for the financial year ended March 31, 2016 and the Report of the Directors and Auditors' thereon.
2. To confirm payment of Interim Dividend of ₹ 1.60/- per Equity Share paid during the financial year 2015-16 as final dividend on Equity Shares of the Company for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Sachin Nandgaonkar (DIN:03410739), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass the following resolution as an Ordinary Resolution:
 

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, M/s. Lovelock & Lewes, Chartered Accountants registered with the Institute of Chartered Accountants of India vide Registration No. 301056E, who were appointed as Auditors of the Company at the Seventh Annual General Meeting of the Company to hold office till the conclusion of the Tenth Annual General Meeting of the Company on a remuneration as determined by the Board of Directors (which includes a Committee thereof) of the Company, plus reimbursement of out of pocket expenses incurred by them in connection with the audit, be and are hereby ratified and confirmed as Auditors of the Company till the conclusion of the next Annual General Meeting.”

### SPECIAL BUSINESS:

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

“RESOLVED THAT Ms. Zahabiya Khorakiwala (DIN:00102689), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 29, 2015 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Zahabiya Khorakiwala, a Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from July 27, 2016 to July 26, 2021.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (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, 2017, 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 authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

### NOTES:

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.**

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty shareholders and holding in aggregate not more than ten percent of the total Share Capital of the Company. Shareholders holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other shareholder. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

2. Shareholders/ proxies should bring duly filled attendance slip send herewith to attend the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 21, 2016 to Wednesday, July 27, 2016 (both days inclusive) for annual closing. The book closure dates have been fixed in consultation with the Stock Exchanges.
5. Shareholders 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.
6. In case of joint holders attending the meeting, 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.
7. The details of shares in Unclaimed Suspense Account and dematerialized are as follows:

Particulars	Number of Shareholders	Number of Shares
Aggregate number as at April 1, 2015.	601	75,055
Number of Shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year.	3	361
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	3	361
Aggregate number as at March 31, 2016	598	74,694

The voting rights on the shares outstanding in the suspense account as on March 31, 2016 shall remain frozen till the rightful owner of such shares, claims the shares.

8. Details under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished the requisite declarations for his re-appointment.
9. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those shareholders whose e-mail addresses are registered with the Company / Depositories, unless any shareholder has requested for a physical copy of the same. For shareholders who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. For any communication, the shareholders may also send requests to the Company's investor email id: investorservices@rpgls.com.
10. Shareholders who have not encashed their dividend warrant 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 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.

11. 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.
12. Pursuant to the provisions of Section 101 of the Act and Rules made thereunder, the Companies are allowed to send communication to Members electronically. 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or with the Company at [investerservices@rpgls.com](mailto:investerservices@rpgls.com). The registered email address will be used for sending future communications.
13. Shareholders are requested to bring their copy of the Annual Report to the Annual General Meeting.
14. Shareholders seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least 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.
15. **Voting through electronic means:**  
 In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its shareholders the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 9<sup>th</sup> Annual General Meeting (AGM). Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting.  
  
 The facility of voting through polling paper shall also be made available at the venue of the 9<sup>th</sup> AGM. The shareholders attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The shareholders who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on July 23, 2016 (09.00 a.m. IST) and ends on July 26, 2016 (05.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, July 20, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the address sticker.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members

holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of RPG Life Sciences Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
16. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
17. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
18. Mr. P. N. Parikh or failing him Mr. Mitesh Dhabliwala of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizers for conducting the remote e-voting and the voting at the AGM in a fair and transparent manner.
19. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website (www.rpglifesciences.com) and on the website of CDSL and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited within 48 hours after the AGM.

**By Order of the Board of Directors**

**Rajesh Shirambekar**  
**Head – Legal & Company Secretary**

**Registered office:**

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

Place: Mumbai

Date: April 29, 2016

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

**Item No. 5:**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, listed Company is required to have at least one Women Director on the Board of the Company. In terms of the erstwhile Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors shall have optimum combination of Executive and Non-executive Directors with at least one Women Director.

In view of the above, the Board on recommendation of the Nomination and Remuneration Committee, at their meeting held on October 29, 2015 appointed Ms. Zahabiya Khorakiwala as an Additional Director who shall hold office on the Board of the Company till the date of the next Annual General Meeting pursuant to the provisions of the Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

A brief profile as required under the Listing Regulations is given below:

Ms. Khorakiwala did her schooling in Mumbai and then made her way to Switzerland for two years for her ‘A’ levels. She completed her graduation, Bachelor of Arts (Hons.) in Psychology from New York University. On her return to India, she got involved with certain developmental projects for Wockhardt and Wockhardt Hospitals. This initiation in the healthcare sphere led her to do her Masters in Business Administration from the Indian School of Business with specialization in Strategy and Leadership.

Ms. Khorakiwala is the driving force behind the resurgent new-age chain of multi super-speciality Wockhardt Hospitals. As the Managing Director, she is responsible for strategic decisions and the overall operations of the hospital chain.

Ms. Khorakiwala is well received at conferences, seminars and symposiums. She was recently conferred the title of ‘Most Promising Young Woman in Indian Business’ by Business Today, a India Today Group publication.

The Company has received a notice in writing from a shareholder of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Khorakiwala for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Khorakiwala fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management of the Company.

Having regard to the qualification, knowledge and experience, her appointment as an Independent Director will be in the interest of the Company.

Accordingly, it is proposed to appoint Ms. Khorakiwala as an Independent Director for a term of up to 5 (five) consecutive years effective from July 27, 2016 to July 26, 2021 not being liable to retire by rotation. A copy of the draft letter of appointment of Ms. Khorakiwala setting out the terms

and conditions would be available for inspection without any fee by the shareholders at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday. The details of her attending the board meeting, amount of sitting fees paid during the year and membership/ chairmanship of committees of other boards are provided in Corporate Governance Report forming part of this annual report. The Board recommends her appointment as an Independent Director in the interest of the Company.

Except Ms. Khorakiwala, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution. Ms. Khorakiwala does not hold any shares in the Company.

**Item No. 6:**

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, 2017, on a remuneration not exceeding ₹ 2,75,000/- 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017. 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 resolution set out at Item No. 6 of the Notice.

**By Order of the Board of Directors**

**Rajesh Shirambekar**  
**Head – Legal & Company Secretary**

**Registered office:**

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

Place: Mumbai

Date: April 29, 2016

## ANNEXURE TO NOTICE

### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE ANNUAL GENERAL MEETING IN PURSUANCE OF THE LISTING REGULATIONS

**Mr. Sachin Nandgaonkar**

Mr. Sachin Nandgaonkar, President & CEO – RPG Enterprises, heads the Speciality Sector at RPG Group which comprises of Raychem RPG Pvt. Ltd, RPG Life Sciences Ltd and Harrisons Malayalam Ltd. He also drives Digital, Business Excellence and New Ventures across the RPG group in his capacity as a Member of the Management Board of RPG.

Mr. Nandgaonkar joined the RPG group in 2015. Prior to that he was a Sr. Partner & Director at The Boston Consulting Group (BCG) where he worked for over 15 years. He is a B.Tech. in Electrical Engineering from IIT, Bombay and an MBA from IIM, Ahmedabad.

Mr. Nandgaonkar has extensive experience on dealing with strategic and operational issues related to business portfolio, growth strategy, globalisation, operational excellence, organisation design and change management across many industries.

**Membership / Chairmanship:**

Company / Industry	Division/s	Chairman/Member
RPG Life Sciences Ltd.	Risk Management Committee	Member
RPG Life Sciences Ltd.	Nomination and Remuneration Committee	Member
Harrisons Malayalam Ltd.	Audit Committee	Member
Harrisons Malayalam Ltd.	Risk Management Committee	Member
Harrisons Malayalam Ltd.	CSR Committee	Member
Raychem RPG Pvt. Ltd.	Audit Committee	Member

Mr. Nandgaonkar is not related to any member of the Board of Directors or to any Management Personnel of the Company.

Mr. Nandgaonkar doesn't hold any Equity Shares in the Company.