RPG LIFE SCIENCES

RPG LIFE SCIENCES LIMITED
Unit No. 208-213, B Wing,
Bezzola Complex,
Sion-Trombay Road, Chembur,
Mumbai 400071, India
Tel: +91-22-25292152-55
Fax: +91-22-25297423

February 12, 2019

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C1, 'G' Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051.

Symbol: RPGLIFE

BSE Limited
Corporate Relationship Department
Floor 25, P.J. Towers
Dalal Street
Mumbai 400 001.

Scrip code: 532983

Dear Sir/Madam,

Sub: Submission of Postal Ballot Notice and Form

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot and Postal Ballot Form dated February 5, 2019.

This is for your information and dissemination purpose.

Thanking you,

Yours faithfully,
For **RPG Life Sciences Limited**

Rajesh Shirambekar
Head – Legal & Company Secretary

RPG LIFE SCIENCES LIMITED MUMBAI 400 030.

Encl.: as above

RPG LIFE SCIENCES LIMITED
Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.
CIN:L24232MH2007PLC169354
Tel: +91-22-2498 1650 | Fax: +91-22-2497 0127 | Email: info@rpglifesciences.com|
Website: www.rpglifesciences.com

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (hereinafter referred to as the "Rules") including any statutory modification or re-enactment thereof for the time being in force, that the Company seeks approval of shareholders, via Postal Ballot/e-voting for the matter as considered in the resolutions appended below.

Shareholders' consent is sought for the proposals contained in the resolutions given in this Notice. The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. P. N. Parikh (FCS 327 CP 1228) or failing him Mr. Mitesh Dhabliwala (FCS 8331 CP 9511) of M/s. Parikh Parekh & Associates, Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

Members have the option to vote either physically through Postal Ballot Form or through e-voting. Members desiring to exercise their votes by Postal Ballot Form are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed, self-addressed postage prepaid envelope, so as to reach the Scrutinizer at C/o Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083 on or before the close of working hours i.e. 5:00 p.m. on Thursday, March 14, 2019. Responses received by the Scrutinizer after the said date will be strictly treated as if no response has been received from the Member(s). Members are therefore requested to send their duly completed Postal Ballot Forms well in advance, providing sufficient time for postal transit.

Members desiring to opt for e-voting are requested to read carefully the instructions given in the Notes forming part of the Notice. The Company has made an arrangement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting as an alternate for the Members to enable them to cast their vote electronically instead of returning the duly completed Form. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility and also sends his vote through Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and the votes cast through physical Postal ballot shall not be considered.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit the Report to the Chairman of the Company or any other person authorized by him in writing. The results of the Postal Ballot would be declared by the Chairman or any other person authorized by him in writing on or before Saturday, March 16, 2019 at 5:00 p.m. at the registered office of the Company. Such results along with Scrutinizer's Report will be available on the Company's website www.rpglifesciences.com and will be communicated to the Stock Exchanges where the shares are listed and to CDSL.

Special Business:

Item No. 1

Continuation of Directorship of Mr. C. L. Jain (DIN:00102910) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the applicable provisions of the Companies Act, 2013, if any and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the continuation of Directorship of Mr. C. L. Jain (DIN 00102910) who has attained the age of seventy five years, as a Non-Executive Independent Director of the Company from April 1, 2019 till the conclusion of his present tenure on September 24, 2019, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Mahesh Narayanaswamy, Vice President – Finance and Mr. Rajesh Shirambekar, Head – Legal and Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be proper or necessary to give effect to this resolution."

Item No. 2

Continuation of Directorship of Dr. Lalit Kanodia (DIN:00008050) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the applicable provisions of the Companies Act, 2013, if any and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), continuation of Directorship of Dr. Lalit Kanodia (DIN 00008050) who has attained the age of seventy five years, as a Non-Executive Independent Director of the Company from April 1, 2019 till the conclusion of his present tenure on September 24, 2019, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Mahesh Narayanaswamy, Vice President – Finance and Mr. Rajesh Shirambekar, Head – Legal and Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be proper or necessary to give effect to this resolution."

Item No.3

Appointment of Mr. Yugal Sikri (DIN:07576560) as a Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Yugal Sikri (DIN:07576560) who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 1, 2018 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 his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

Item No. 4

Appointment of and payment of remuneration to Mr. Yugal Sikri (DIN:07576560) as the Managing Director of the Company for a period of 3 years from October 1, 2018 to September 30, 2021

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) and subject to the approval of the Central Government, if any and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded to the appointment of Mr. Yugal Sikri (DIN:07576560) as the Managing Director of the Company for a period of 3 (three) years with effect from October 1, 2018 on the terms and conditions including remuneration as set out in the Agreement dated October 1, 2018 entered into between the Company and Mr. Sikri as the Managing Director of the Company and as set out in the explanatory statement and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government, if any, or such other competent authority.

RESOLVED FURTHER THAT in the event of absence of profits or inadequacy of profits in any financial year under the provisions of Schedule V to the Companies Act, 2013, the remuneration as set out in the agreement dated October 1, 2018 and as set out in the explanatory statement be paid as the minimum remuneration to the Managing Director by way of salary and allowances as specified therein and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Item No. 5

Approval for re-designation of and payment of remuneration to Mr. CT. Renganathan (DIN:02158397) as the Whole Time Director of the Company for a period of 2 months from October 1, 2018 to November 30, 2018

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and subject to such other approval(s) or sanction(s) as may be required, consent of the Shareholders of the Company be and is hereby accorded for re-designation of Mr. CT. Renganathan (DIN:02158397) as a Whole Time Director of the Company for a period of 2 (Two) months from October 1, 2018 to November 30, 2018 on the terms and conditions including remuneration as set out in the Agreement dated November 10, 2017 entered into between the Company and Mr. Renganathan as the Whole Time Director of the Company and as set out in the explanatory statement and as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the existing remuneration specified above from time to time to the extent recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence of profits or inadequacy of profits in the financial year under the provisions of Schedule V to the Companies Act, 2013, the remuneration as set out in the agreement dated October 1, 2018 and as set out in the explanatory statement be paid as the minimum remuneration to the Whole Time Director by way of salary and allowances as specified therein and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

By Order of the Board of Directors,
For RPG LIFE SCIENCES LIMITED

Place: Mumbai
Date: February 5, 2019

Rajesh Shirambekar
Head – Legal & Company Secretary

NOTES:

1. The consent of the shareholders is solicited by passing resolutions by way of a Postal Ballot as detailed in item nos. 1 to 5 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members and the List of Beneficial Owners as received from Depositories as on February 1, 2019.

2. Explanatory Statement setting out all material facts as required under Sections 102 and 110 of the Act in respect of the aforesaid special business of the Company is appended.

3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on February 1, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.

4. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members who have not registered their email addresses.

5. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Thursday, March 14, 2019.

6. A member cannot exercise his vote by proxy on Postal Ballot.

7. All the material documents referred to in the Explanatory Statement will be available for inspection at the Company's registered office during office hours on all working days from the date of dispatch of the Notice till Thursday, March 14, 2019.

8. The Notice of the Postal Ballot along with Postal Ballot Form has also been uploaded on the Company's website www.rpglifesciences.com and on the website of CDSL.

9. Shareholders who have received the Postal Ballot Notice by email and who do not wish to avail the electronic voting facility, such shareholder can send a request on email to investorservices@rpgls.com or write a letter for obtaining physical Notice and Postal Ballot Form to the Registrars & Share Transfer Agents of the Company i.e. M/s. Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083.

10. Voting through electronic means:

    Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Shareholders to exercise their right to vote by electronic means. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The period for voting through electronic means will commence at 9:00 a.m. on Wednesday, February 13, 2019 and will end at 5:00 p.m. on Thursday, March 14, 2019. The Company has appointed Mr. P. N. Parikh (FCS 327 CP 1228) or failing him Mr. Mitesh Dhabliwala (FCS 8331 CP 9511) of M/s. Parikh Parekh & Associates Practising Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Shareholders desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

    Shareholders have option to vote either through electronic voting or through Physical Ballot Form. If shareholder has opted for electronic voting, then he/she should not vote by Physical Ballot also and vice versa. However, in case shareholders cast their vote both via physical ballot and electronic voting then electronic voting shall prevail and voting done through physical ballot shall not be considered.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Wednesday, February 13, 2019 at 9:00 a.m. and ends on Thursday, March 14, 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 1, 2019, 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.

(iii) Click on Shareholders/Members.

(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 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field. • In case the folio number is less than 8 digits enter the required number of "0"s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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).

(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 on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed 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 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.
- 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 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.The shareholder may also write to rnt.helpdesk@linkintime.co.in, Ms. Udaya Rao, Client Relations, Link Intime India Pvt. Ltd. at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083 or contact at +91 22 4918 6270.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2

The Securities and Exchange Board of India (SEBI) has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018 issued the SEBI (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") to be made effective from April 01, 2019, save as otherwise specifically provided for in the Amendment Regulations, one of the said amendments requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the Directorship of Non-Executive Independent Directors who have attained the age of seventy five years effective from April 01, 2019.

Mr. C. L. Jain, and Dr. Lalit Kanodia, Non-Executive Independent Directors of the Company, have already attained the age of seventy five years. As per the original shareholders' approval, the appointment of Mr. C. L. Jain and Dr. Lalit Kanodia are valid till September 24, 2019 ("Original Term") as per special resolution passed by shareholders of the company at the Annual General Meeting held on September 25, 2014 in terms of the provisions of the Companies Act, 2013.

In view of skills, expertise and vast experience of Mr. C. L. Jain and Dr. Lalit Kanodia, the Board upon recommendation of Nomination and Remuneration Committee decided to seek approval of shareholders by way of postal ballot process in terms of the provisions of the Amendment Regulations for continuation of the directorships of above said Directors post March 31, 2019 till their respective Original Term of appointment. The brief profile of these Directors is provided separately in this Notice.

Accordingly, The Board recommends the Special Resolutions, as set out at item nos. 1 & 2 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. C. L. Jain and Dr. Lalit Kanodia and their relative(s), is in any way concerned or interested in the proposed respective Special Resolutions set out at item nos. 1 & 2 of the Notice.

Item Nos. 3, 4 & 5

The Board of Directors of the Company at its meeting held on September 27, 2018 on recommendation of the Nomination and Remuneration Committee appointed Mr. Yugal Sikri as an Additional Director on the Board of the Company with effect from October 1, 2018 pursuant to the provisions of the Section 161 of the Act and re-designated Mr. CT. Renganathan as a Whole Time Director for a period of 2 (Two) months from October 1, 2018 to November 30, 2018. Prior to appointment as Additional Director, Mr. Yugal Sikri vacated his office as an Independent Director of the Company on September 27, 2018 by resignation. Mr. CT. Renganathan prior to his re-designation as Whole Time Director vacated his office as Managing Director of the Company on September 30, 2018 by resignation.

The Company has received a notice from a shareholder signifying the intention to propose Mr. Yugal Sikri as a candidate for the office of Director of the Company as per the provisions of Section 160 of the Companies Act, 2013.

The Company has also received from Mr. Yugal Sikri and Mr. CT. Renganathan, consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and other relevant disclosures under the Companies Act, 2013.

The Board of Directors at its meeting held on September 27, 2018 had approved the appointment of and payment of remuneration to Mr. Yugal Sikri as the Managing Director of the Company for a period of 3 years effective from October 1, 2018 to September 30, 2021 and re-designation and payment of remuneration to Mr. CT. Renganathan as the Whole Time Director of the Company for a period of 2 months effective from October 1, 2018 to November 30, 2018, subject to approval of the shareholders on terms and conditions as set out in the Agreements dated October 1, 2018 entered into between a) the Company and Mr. Yugal Sikri and; b) the Company and Mr. CT. Renganathan.

The material terms of the Agreements referred to in the Resolutions at item nos. 4 and 5 of the accompanying Notice inter-alia are as follows:-

Particulars	**Mr. Yugal Sikri** (DIN:07576560)	***Mr. CT. Renganathan** (DIN:02158397)
Basic Salary per month	₹ 5,62,500	₹ 3,02,500
Management Allowance per month	100% of Basic Salary	100% of Basic Salary
Other Allowances** per month	up to ₹6,55,444	Upto ₹ 8,25,955
Telephone/Mobile expenses per month	As per Company Policy	As per Company Policy
Performance Bonus per annum	up to ₹ 75,00,000	Upto ₹ 60,52,112
PF/SAF/Gratuity/Leave Encashment	As per Company Policy	As per Company Policy
Group Medical Insurance/ Group Term Life Insurance	As per Company Policy	As per Company Policy
Annual Increments	As per Company Policy and/or as decided by the Nomination and Remuneration Committee/ Board.	As per Company Policy and/or as decided by the Nomination and Remuneration Committee/ Board.
Maximum remuneration per annum	upto ₹5.00 crores including annual / interim increments as per the Company policy.	upto ₹4.00 crores including annual / interim increments as per the Company policy.

***** Mr. CT. Renganathan resigned as a Director and also as Whole Time Director of the Company with the closure of business hours on November 30, 2018.

****** 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.

In terms of Section 196 of the Companies Act and Rules made thereunder, in case of inadequate profits, the provisions of Schedule V shall be applicable for payment of remuneration to Mr. Yugal Sikri effective from October 1, 2018 to September 30, 2021 and to Mr. CT. Renganathan from October 1, 2018 to November 30, 2018. As stated above, Mr. Sikri and Mr. Renganathan shall be paid maximum remuneration as approved by the Shareholders of the company in terms of Schedule V of the Act.

Mr. Yugal Sikri is eligible for appointment under the criteria for appointment as Managing Director and Mr. CT. Renganathan is eligible for appointment as Whole Time Director without Central Government approval as laid down under Schedule V of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017.

Except acting as Non-Executive Independent Director on the Board of M/s. Globalspace Technologies Ltd., Mr. Sikri does not hold any Directorship on the Board of other company. Mr. CT. Renganathan is not holding any Directorship on the Board of any other company.

Neither Mr. Sikri nor Mr. Renganathan holds any shares in the Company. The brief profile of Mr. Sikri and Mr. Renganathan is provided separately in this Notice.

The following is the statement of information for the shareholders pursuant to paragraph 1 of Section II of Part II of Schedule V to the Act:

I. GENERAL INFORMATION

(1) Nature of industry:

Pharmaceutical. The Company manufactures bulk drugs and also a wide range of pharmaceutical formulations.

(2) Date of commencement of commercial production:

The pharmaceutical business acquired by the Company commenced production on May 15, 1969.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable.

(4) Financial performance:

(₹ in crores)

Particulars	2017-18	2016-17
Total Income	348.12	307.42
Profit before interest, depreciation and tax	38.50	28.38
Less: Interest	3.80	2.53
Less: Depreciation	14.34	11.31
Profit before tax	20.36	14.54
Tax Expense (including deferred tax)	6.91	2.45
Profit after tax	13.45	12.09
Profit from Discontinued Operation	-	8.92
Profit for the year after tax	13.45	21.01
Other Comprehensive income net of tax	(0.14)	(0.63)
Total comprehensive income	13.31	20.38
Equity capital (face value ₹ 8/- per share)	13.23	13.23
Earnings per share in Rupees	8.13	12.70

(5) Foreign investments or collaboration, if any:

The Company did not have any foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE

1. Background details:

Mr. Yugal Sikri (DIN:07576560)	**Mr. CT. Renganathan** (DIN:02158397)
Mr. Yugal Sikri holds Master of Pharmacy Degree from IIT, BHU, Master of Marketing Management from Jamnalal Bajaj Institute of Management Studies and Certificates in Management from Thunderbird and Harvard Business Schools. Mr. Sikri is a senior pharma industry professional backed by over 35 years of rich and diverse experiences in managing successfully large businesses, building mega-brands and bringing in business turnarounds. He has been Chairman, Pharmaceutical Management at NMIMS School of Business Management, where he is credited with transforming its pharmaceutical management program, forging a strong academia-industry partnership and launching thought leadership initiatives. He has also been invited to be a mentor at Atal Incubation Center, a Government of India-NMIMS initiative, encouraging entrepreneurship amongst young start-ups. He was on the Board of RPG Life Sciences for past 2 years as an Independent Director. His work experiences come from senior leadership assignments at GlaxoSmithKline, Warner lambert/ Pfizer, Novartis, Ranbaxy and RPGLS that includes Region Head of India, Srilanka and Nepal and Global Head of Marketing (Commercial functions) at Ranbaxy.	Mr. CT. Renganathan has done his graduation in B.Sc. (Chemistry) in the year 1983 from Madurai University. Mr. Renganathan worked with reputed pharmaceutical companies like Cipla, Eli Lilly, Ranbaxy and Boston Scientific. His past employment was with GSK India Ltd. as an Executive Vice President. His international work experience was mainly in South East Asia countries like Singapore, Malaysia and Brunei. Mr. Renganathan was the Managing Director of RPG Life Sciences Ltd. since January 2, 2015 till September 30, 2018 and as a Whole Time Director from October 1, 2018 to November 30, 2018.

2. Past remuneration:

Mr. Yugal Sikri (DIN:07576560)	**Mr. CT. Renganathan** (DIN:02158397)
Not Applicable	Mr. Renganathan has drawn a remuneration of Rs. 2.48 crores per annum for financial year 2017-18.

3. **Recognition or awards:**

Mr. Yugal Sikri (DIN:07576560)	**Mr. CT. Renganathan** (DIN:02158397)
Mr. Sikri has been honoured with Awards & Recognitions both at National and Global arena like Marketing Excellence (Best Brand of the year) Award of Industry, Global Team Award, etc. He has been recognised by being invited to be the member of Steering Committee for McKinsey's India Pharma 2020 publication and Keynote Speaker in various Industry Conferences.	Mr. Renganathan was honoured with various prestigious awards by the organisations he worked. Some of the major awards he won were "Best Unit Manager", "Oncology Best Launch", "President's Award for Stiefel Integration and Performance", "Votrient Launch" etc.

4. **Job Profile and his suitability:**

Mr. Yugal Sikri (DIN:07576560)	**Mr. CT. Renganathan** (DIN:02158397)
Mr. Sikri is a senior pharma industry professional with rich and diverse experience in pharmaceutical industry. Mr. Sikri is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of domestic and international business; providing strategic direction to the three business units of the Company; review of product portfolio in light of patent laws and continual introduction of new products; enhancement of manufacturing efficiencies and rationalization of costs; and the Company's entry in regulated market of US and setting up of appropriate manufacturing facilities and development thereof. Mr. Sikri has successfully handled and overlooked domestic and international business for reputed companies like GlaxoSmithKline, Warner lambert/ Pfizer, Novartis, Ranbaxy and RPG for many years. This coupled with his strong resources management capability makes him fully suitable for the position.	Mr. Renganathan was a professional with good academic background and rich experience in pharmaceutical industry. Mr. Renganathan was responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of domestic and international business; providing strategic direction to the business units of the Company; review of product portfolio in light of patent laws and continual introduction of new products; enhancement of manufacturing efficiencies and rationalization of costs; and the Company's entry in regulated market of US and setting up of appropriate manufacturing facilities and development thereof. Mr. Renganathan has successfully handled and overlooked domestic and international business for reputed companies like Glaxo, Cipla, Eli Lilly, Ranbaxy etc. for many years. This coupled with his strong resources management capability makes him fully suitable for the position.

5. **Remuneration:**

The details of remuneration are as stated above.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The Company has a paid up capital of ₹13.23 crores. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. The turnover of the Company is ₹347.14 crores in the year 2017-18. The Company has two factories. The factory at Navi Mumbai, Maharashtra manufactures bulk drugs using synthetic process. The formulation factory at Ankleshwar, Gujarat, manufactures pharmaceutical formulations of various dosage forms. The Company also undertakes contract product development on the back of strong R&D division. The Company has work force of around 1,245 people. Given the size, complexity of the Company and sheer knowledge driven nature of business and also the profile of Mr. Sikri and Mr. CT. Renganathan and the positions as given above, the proposed remuneration is in line with remuneration prevalent in the pharmaceutical industry for companies with similar size, complexity and profile of the position holder.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Sikri and Mr. CT. Renganathan do not have any other pecuniary relationship, directly or indirectly, with the Company or any nature of relationship with the managerial personnel of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The operations of the Company were adversely affected due to change in Government Policies for Pharma Industry.

2. Steps taken or proposed to be taken for improvement:

The Company has initiated corrective action to meet the requirement of Government Policies.

3. Expected increase in productivity and profits in measurable terms:

With new business initiatives undertaken by the Company, the productivity and profits are expected to improve in near term subject to favorable market conditions.

IV. DISCLOSURES

1. The remuneration package of Mr. Yugal Sikri, Managing Director and Mr. CT. Renganathan, Whole Time Director is as stated above.

2. The disclosures as required on all elements of remuneration & service contract details etc. are mentioned elsewhere in the explanatory statement forming part of the notice and shall be mentioned in the Annual Report under the Corporate Governance Report section for the year ended March 31, 2019.

A copy of the Agreements entered into with Mr. Sikri and Mr. CT. Renganathan is open for inspection by shareholders at the Registered office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and public holidays till closing of the e-voting facility.

The Board recommends the passing of the Ordinary Resolution as set out in item no. 3 and Special Resolutions as set out in item nos. 4 and 5 of the accompanied notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Yugal Sikri and Mr. CT. Renganathan and their relative(s), is in any way concerned or interested (financially or otherwise), in the proposed respective Ordinary and Special Resolutions as set out at item nos. 3, 4 & 5 of the Notice.

By Order of the Board of Directors,
For RPG LIFE SCIENCES LIMITED

Place: Mumbai
Date: February 5,2019

Rajesh Shirambekar
Head – Legal & Company Secretary

ANNEXURE TO NOTICE
DETAILS OF DIRECTORS' SEEKING APPOINTMENT /CONTINUATION IN DIRECTORSHIP AT THE GENERAL MEETING

[Pursuant to Clause 1.2.5 of the Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Yugal Sikri	Mr. CT. Renganathan	Mr. C. L. Jain	Dr. Lalit Kanodia
Date of Birth & Age	January 1, 1957 - 62 Years	March 3, 1963 - 55 Years	November 15, 1933 – 85 Years	March 30, 1941 – 77 Years
Date of first Appointment on the Board	July 24, 2017	January 2, 2015	February 06, 2008	February 06, 2008
Qualification	Holds Master of Pharmacy Degree from IIT, BHU, Master of Marketing Management from Jamnalal Bajaj Institute of Management Studies and Certificates in Management from Thunderbird and Harvard Business Schools.	B.Sc. (Chemistry), Madurai University.	Post graduate in commerce and also a member of Institute of Chartered Secretaries & Administrators, London, Chartered Institute of Management Accountants, London, Institute of Management, London, Institute of Chartered Accountants of India and Institute of Company Secretaries of India.	Holds a Degree in Mechanical Engineering from IIT, Mumbai. Subsequently, he obtained an MBA and Ph.D., both from MIT, USA.
Expertise in specific functional area	Mr. Yugal Sikri is a senior pharma industry professional backed by over 35 years of rich and diverse experiences in managing successfully large businesses, building mega-brands and bringing in business turnarounds. He has been Chairman, Pharmaceutical Management at NMIMS School of Business Management, where he is credited with transforming its pharmaceutical management program, forging a strong	Mr. Renganathan worked with reputed pharmaceutical companies like Cipla, Eli Lilly, Ranbaxy and Boston Scientific. His past employment was with GSK India Ltd. as an Executive Vice President. His international work experience was mainly in South East Asia countries like Singapore, Malaysia and Brunei.	Mr. Jain has very rich and vast experience in the field of finance and accounts, acquired over 41 years of working experience with various organizations including ICI, Hindustan Lever Ltd., Hoechst India Ltd. He was a visiting faculty member of the Bajaj Institute of Management and other institutes for two decades. He was also chairman of Banking and Finance Committee of the Bombay Chamber of	Distinguished Alumnus Award of IIT, Bombay; Ford Foundation Fellow for topping the MBA Class at MIT. Founder CEO of TCS. Consultant to Ford Motor Co., Arthur D. Little, State Bank of India, etc. Taught MBA students at MIT and at Jamnalal Bajaj Institute of Management. Past President of Management Consultants of India (1979 – 1980) Past Executive Board Member of MIT, USA (2009 – 2016)

	academia-industry partnership and launching thought leadership initiatives. He has also been invited to be a mentor at Atal Incubation Center, a Government of India-NMIMS initiative, encouraging entrepreneurship amongst young start-ups. He was on the Board of RPG Life Sciences for past 2 years as an Independent Director. His work experiences come from senior leadership assignments at GlaxoSmithKline, Warner lambert/ Pfizer, Novartis, Ranbaxy and RPG Life Sciences that includes Region Head of India, Srilanka and Nepal and Global Head of Marketing (Commercial functions) at Ranbaxy.		Commerce and Industry for a period of 4 years.	Past National President of the Indo American Chamber of Commerce (2015 – 2016) President of IMC Chamber of Commerce and Industry (2017 – 2018) Past Honorary Consul of Chile in Mumbai (2002 – 2014)
Directorships in other listed companies	One	Nil	Two	One
Memberships of Committees in other listed companies (Includes only Audit & Stakeholders Relationship Committee)	One	Nil	Four	Nil
No. of shares held in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	Nil	Nil	Nil	Nil

RPG LIFE SCIENCES LIMITED

Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.
CIN:L24232MH2007PLC169354
Tel: +91-22-2498 1650 | Fax: +91-22-2497 0127 | Email:info@rpglifesciences.com | Website: www.rpglifesciences.com

POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/First named Shareholder :

2. Name(s) of the Joint Holder(s) (if any) :

3. Registered Folio No./* DP ID No. and Client ID No. :
   *(*Applicable to shareholders holding shares in dematerialized form)*

4. Number of Equity Share(s) held :

5. I/ We hereby exercise my/our vote(s) in respect of the Ordinary Resolution and Special Resolutions to be passed through Postal Ballot for the business enumerated in the Notice dated February 5, 2019, by conveying my/our assent or dissent to the said resolutions by placing a tick mark (✓) at the appropriate box below:

Item No.	Brief Description of the resolution	No. of shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
1.	Continuation of Directorship of Mr. C. L. Jain (DIN:00102910) post attainment of age of seventy five years			
2.	Continuation of Directorship of Dr. Lalit Kanodia (DIN:00008050) post attainment of age of seventy five years			
3.	Appointment of Mr. Yugal Sikri (DIN:07576560) as a Director			
4.	Appointment of and payment of remuneration to Mr. Yugal Sikri (DIN:07576560) as the Managing Director for a period of 3 years from October 1, 2018 to September 30, 2021			
5.	Approval for re-designation of and payment of remuneration to Mr. CT. Renganathan (DIN:02158397) as the Whole Time Director for a period of 2 months from October 1, 2018 to November 30, 2018.			

Place:
Date :

Signature of the Shareholder

Electronic Voting Particulars

EVSN (E-voting Sequence Number)	User ID	Password
190206001		

Note: Last date for receipt of Postal Ballot Form by the Scrutinizer: March 14, 2019, before 5:00 p.m. Please read the instructions printed overleaf before exercising your vote.

Instructions:

1. A shareholder desiring to exercise vote by physical ballot may complete this Postal Ballot Form and send it to Scrutinizer in the attached self-addressed envelope bearing the address of the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the registered shareholder will also be accepted.

2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned ballot form will be rejected. A Power of Attorney (POA) holder may vote on behalf of a shareholder, mentioning the registration number of the POA or enclosing an attested copy of POA. Exercise of vote is not permitted through proxy.

3. This vote may be accorded by recording the assent in column 'For' or dissent in column 'Against' by placing a tick mark (✓)in the appropriate column.

4. Duly completed Postal Ballot Form(s) should reach the scrutinizer not later than 5.00 p.m. on March 14, 2019. Postal Ballot Form(s) received after this time and date will be strictly treated as if the reply from the shareholders has not been received.

5. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority.

6. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer and the company would not be liable to acknowledge or act on the same.

7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on February 1, 2019.

8. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.

9. The Company is also offering e-voting facility as an alternate, for all the shareholders to enable them to cast their vote electronically instead of dispatching physical ballot form. The detailed procedure is enumerated in the Notes to the Notice of Postal Ballot.

10. If a shareholder has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case shareholders cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid.

11. The Postal Ballot shall not be exercised by a Proxy.

12. The results of the voting shall be declared on or before March 16, 2019. The results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.rpglifesciences.com and communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.