

RELIANCE LIFE SCIENCES PRIVATE LIMITED

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of Reliance Life Sciences Private Limited will be held on Friday, September 30, 2016 at 11:00 a.m. at the Registered Office of the Company at Dhirubhai Ambani Life Sciences Centre, R-282 TTC Area of MIDC, Thane Belapur Road, Rabale, Navi Mumbai – 400 701 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution(s)**:
 - a) “**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
 - b) “**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Messrs Chaturvedi & Shah, Chartered Accountants, (Registration No. 101720W) as Auditors of the Company, be ratified till the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditor for the financial year ending on March 31, 2017 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this meeting, to be paid to the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending on March 31, 2017, be and is hereby ratified;

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4. To approve the appointment of Shri Vinay A. Ranade (DIN: 00006568) as Director and Whole-time Director and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vinay A. Ranade (DIN: 00006568), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 and all other applicable provisions of the Companies Act, 2013 and the Rules made therein, approval of the members be and is hereby accorded to the appointment of Shri Vinay A. Ranade, as Whole-time Director with effect from July 1, 2016 for the period of 5 years on the terms and conditions and remuneration as provided in the explanatory statement annexed to the notice.”

5. To approve the appointment of Shri Ramaprasad Jayaraman (DIN: 01555571) as Director and Whole-time Director and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ramaprasad Jayaraman (DIN: 01555571), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 and all other applicable provisions of the Companies Act, 2013 and the Rules made therein, approval of the members be and is hereby accorded to the appointment of Shri Ramaprasad Jayaraman, as Whole-time Director with effect from July 1, 2016 for the period of 5 years on the terms and conditions and remuneration as provided in the explanatory statement annexed to the notice.”

6. To approve and adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

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

By Order of the Board of Directors

Sd/-

Hardeep Singh Sodhi
Company Secretary

Place : Navi Mumbai
Dated: September 27, 2016

Registered Office :
Dhirubhai Ambani Life Sciences Centre,
R-282 TTC Area of MIDC,
Thane Belapur Road, Rabale,
Navi Mumbai – 400 701.
CIN: U24239MH2001PTC130654
Phone: 022-40678000

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, Attendance Slip and copy of their Annual Report.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

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6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, during business hours upto the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto. The prominent landmark for the venue of the meeting is Rabale Railway Station.
8. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interest, financially or otherwise, in the Ordinary Resolutions set out at Item No. 1 and 2 of the Notice.
9. Meetings of the Board and Committees of Directors:

Attendance of Directors at Board meetings/Committee meetings during the financial year 2015-16 is as follows:

Name of Director/Member	Board Meeting	Corporate Social Responsibility Committee
Shri L V. Merchant	4	2
Shri Dinesh B. Sathe	4	2
Shri Rahul Padhye	3	-

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 3

The Board has approved the appointment of Shri Suresh D. Shenoy, Cost Accountant to carry out the audit of the Company's cost records for the products of the Company covered under the Drugs and Pharmaceuticals Sector for the financial year ending on March 31, 2017 at a remuneration of Rs. 1,26,000/- (Rupees One Lakh Twenty Six Thousand only) exclusive of service tax.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017 by passing an Ordinary Resolution as set out at item No. 3 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

The Board of Directors of the Company at its Meeting held on June 27, 2016 and in terms of the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Shri Vinay A. Ranade as an Additional Director of the Company with effect from July 1, 2016, to hold office upto the date of the ensuing Annual General Meeting.

In the same Board Meeting and in terms of the provisions of Section 196 and other applicable provisions of the Act, Shri Vinay A. Ranade, was also appointed as Whole-time Director of the Company with effect from July 1, 2016 for the period of 5 years subject to the approval of members on the terms and conditions and remuneration as annexed to this statement.

Shri Vinay A. Ranade is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief profile of Shri Vinay A. Ranade and other requisite details are annexed to this statement.

The Board considers that, given his experience and background, the association of Shri Vinay A. Ranade would be of immense benefit to the Company and it is desirable to avail his services as a Director.

Save and except Shri Vinay A. Ranade, none of the other Directors/Key Managerial Personnel of the Company / their relatives/ relatives of Shri Vinay A. Ranade, are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 4 of the Notice.

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The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

The Board of Directors of the Company at its Meeting held on June 27, 2016 and in terms of the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Shri Ramaprasad Jayaraman as an Additional Director of the Company with effect from July 1, 2016, to hold office upto the date of the ensuing Annual General Meeting.

In the same Board Meeting and in terms of the provisions of Section 196 and other applicable provisions of the Act, Shri Ramaprasad Jayaraman, was also appointed as Whole-time Director of the Company with effect from July 1, 2016 for the period of 5 years subject to the approval of members on the terms and conditions and remuneration as annexed to this statement.

Shri Ramaprasad Jayaraman is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief profile of Shri Ramaprasad Jayaraman and other requisite details are annexed to this statement.

The Board considers that, given his experience and background, the association of Shri Ramaprasad Jayaraman would be of immense benefit to the Company and it is desirable to avail his services as a Director.

Save and except Shri Ramaprasad Jayaraman, none of the other Directors/Key Managerial Personnel of the Company / their relatives/ relatives of Shri Ramaprasad Jayaraman are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

The regulations contained in the existing Articles of Association of the Company were framed under the Companies Act, 1956; while several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956, some regulations in the existing Articles of Association are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company require alteration or deletion. Given this position, it is considered expedient to wholly replace the existing regulations in the Articles of Association by a new set of regulations.

The regulations contained in the new Articles of Association to be substituted in place of the regulations in the existing Articles of Association are based on Table 'F' of the Companies Act, 2013.

The draft new Articles of Association is available for inspection during business hours on all working days (except Saturdays), up to the date of the Annual General Meeting, at the Registered Office of the Company.

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None of the Directors or Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested whether financially or otherwise, in the proposed resolution, set out in the Notice.

The Board commends the Special Resolution set out at Item No. 6 in the Notice for approval by the Members.

By Order of the Board of Directors

Sd/-

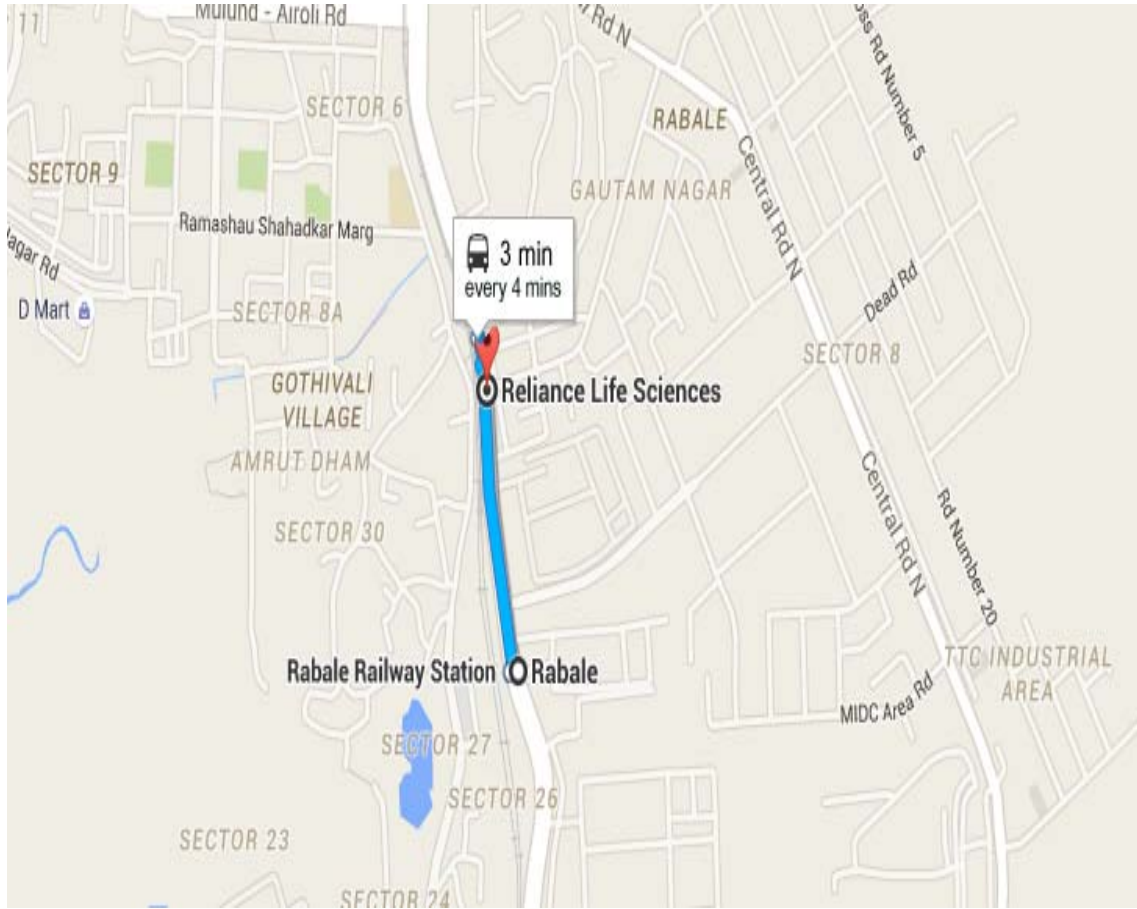
**Hardeep Singh Sodhi
Company Secretary**

Place: Navi Mumbai
Dated: September 27, 2016

Registered Office:
Dhirubhai Ambani Life Sciences Centre,
R-282 TTC Area of MIDC,
Thane Belapur Road, Rabale,
Navi Mumbai – 400 701.
CIN: U24239MH2001PTC130654
Phone: 022-40678000

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Route Map To AGM Venue



AGM VENUE ADDRESS:

Dhirubhai Ambani Life Sciences Centre,
R-282 TTC Area of MIDC,
Thane Belapur Road,
Rabale, Navi Mumbai – 400 701

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ANNEXURE

Profile of Directors (seeking appointment/re-appointment):

Particulars	Shri Vinay A. Ranade	Shri Ramaprasad Jayaraman
Age	49	43
Qualification	B. Com, ACA, MBA	B.Com, CA, ICWA
Terms and Conditions of appointment/re-appointment	As per resolution passed by the Board of Directors at its meeting held on June 27, 2016. Shri Vinay A. Ranade was appointed as Whole-time director designated as Senior Vice President of the Company with effect from July 1, 2016 for the period of 5 years.	As per resolution passed by the Board of Directors at its meeting held on June 27, 2016. Shri Ramaprasad Jayaraman was appointed as Whole-time director designated as Head - Finance and Accounts of the Company with effect from July 1, 2016 for the period of 5 years.
Remuneration last drawn	Nil	Nil
Remuneration proposed to be paid	Remuneration shall be what he is otherwise entitled to as an employee of the Company from time to time provided that his remuneration including any increment by way of incentive/bonus shall be within the limits permissible under the Companies Act, 2013.	Remuneration shall be what he is otherwise entitled to as an employee of the Company from time to time provided that his remuneration including any increment by way of incentive/bonus shall be within the limits permissible under the Companies Act, 2013.
Date of first appointment on the Board	July 1, 2016	July 1, 2016
Shareholding in the Company	Nil	Nil
Relationship with other Directors/Manager and other Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	NA	NA
Directorships of other Boards	Nil	Nil
Membership/Chairmanship of Committees of other Boards	Nil	Nil