

# RELIANCE LIFE SCIENCES PRIVATE LIMITED

## NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of Reliance Life Sciences Private Limited will be held on Saturday, September 30, 2017 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:

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### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 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, 2017 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, 2017 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, 2017 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 March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

# **RELIANCE LIFE SCIENCES PRIVATE LIMITED**

"**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 March 31, 2018, be and is hereby ratified."

**By Order of the Board of Directors**

**Sd/-  
Hardeep Singh Sodhi  
Company Secretary**

Place : Navi Mumbai  
Dated: September 27, 2017

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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## 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.
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.

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## 9. Meetings of the Board and Committees of Directors:

Attendance of Directors at Board meetings/Committee meetings during the financial year 2016-17 is as follows:

| Name of Director/Member                | Board Meeting | Corporate Social Responsibility Committee (CSR) |
|--|---------------|---|
| Shri L V. Merchant                     | 6             | 2   |
| Shri Dinesh B. Sathe                   | 7             | 2   |
| Shri Rahul Padhye <sup>1</sup>         | 1             | -   |
| Shri Vinay Ranade <sup>2</sup>         | 5             | 2   |
| Shri Ramaprasad Jayaraman <sup>3</sup> | 6             | NA <sup>4</sup>                                 |

<sup>1</sup> Shri Rahul Padhye ceased to be the Whole-time Director w.e.f. June 28, 2016.

<sup>2</sup> Shri Vinay A. Ranade appointed as an Additional Director and Whole-time Director w.e.f July 1, 2016 for a period of five years.

<sup>3</sup> Shri Ramaprasad Jayaraman appointed as an Additional Director and Whole-time Director w.e.f July 1, 2016 for a period of five years.

<sup>4</sup> Shri Ramaprasad Jayaraman is not the Member of the CSR Committee.

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# **RELIANCE LIFE SCIENCES PRIVATE LIMITED**

## **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, 2018 at a remuneration of Rs. 1,32,000/- (Rupees One Lakh Thirty Two Thousand only) exclusive of goods and 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, 2018 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.

**By Order of the Board of Directors**

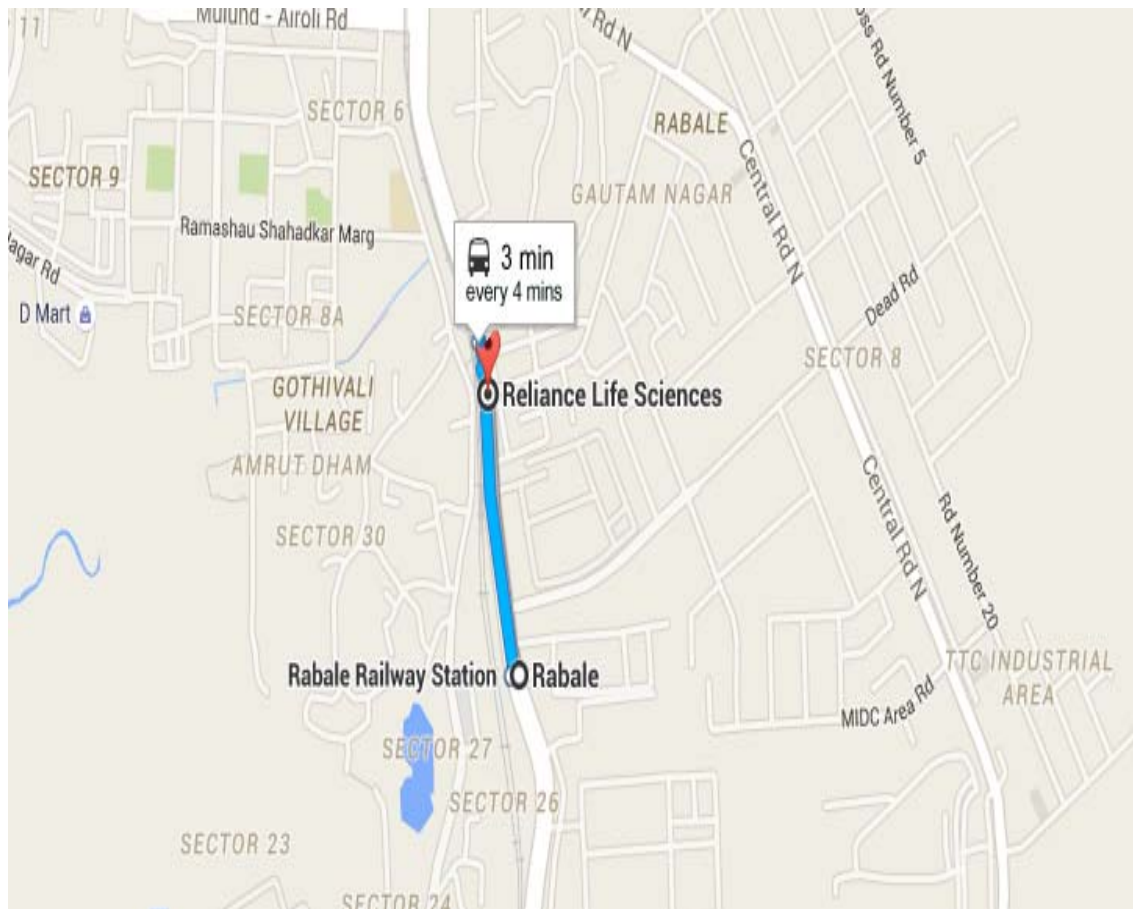
**Sd/-  
Hardeep Singh Sodhi  
Company Secretary**

Place : Navi Mumbai  
Dated: September 27, 2017

Registered Office:  
Dhirubhai Ambani Life Sciences Centre,  
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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