



**RPG LIFE SCIENCES LIMITED**  
Regd. Off.: RPG House  
463, Dr. Annie Besant Road  
Worli, Mumbai 400030, India  
Tel: +91-22-24981650 / 66606375  
Fax: +91-22-24970127  
Email: info@rpglifesciences.com  
www.rpglifesciences.com  
CIN : L24232MH2007PLC169354

October 15, 2024

To

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C-1, G- Block,  
Bandra - Kurla Complex, Bandra (East)  
Mumbai – 400 051.

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

Symbol: RPGLIFE

Scrip Code: 532983

Dear Sirs,

**Sub: Notice of Postal Ballot – Regulation 30**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of Postal Ballot along with the Explanatory Statement for seeking approval of the Shareholders of the Company through remote e-Voting for the Special Business of appointment of Mr. Manoj Maheshwari (DIN:00012341) as Non-Executive Non-Independent Director of the Company as set out in the Notice of Postal Ballot.

In compliance with the circulars of the Ministry of Corporate Affairs issued from time to time, the said Notice is being sent electronically only to the Members whose names appear in the Register of Members/ Register of Beneficial Owners and who have already registered their e-mail address with the Depositories / their Depository Participant / the Company's Registrar and Share Transfer Agents Link Intime India Private Limited / the Company as on **Friday, October 11, 2024 (Cut-off date)**.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to the Members of the Company. The remote e-Voting facility will commence from **09:00 a.m. (I.S.T.) on Wednesday, October 16, 2024** and shall end at **05:00 p.m. (I.S.T.) on Thursday, November 14, 2024**. The e-Voting module shall be disabled by NSDL for remote e-voting thereafter.

The said Notice of Postal Ballot is also available on the website of the Company at [www.rpglifesciences.com](http://www.rpglifesciences.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

We request you to kindly take the same on record and disseminate appropriately.

Thanking you,

Yours faithfully,

For RPG Life Sciences Limited

**RAJESH RAMESH SHIRAMBEKAR**  
Digitally signed by RAJESH RAMESH SHIRAMBEKAR  
Date: 2024.10.15 18:26:14 +05'30'

Rajesh Shirambekar

Head – Legal & Company Secretary

Encl: As above



**RPG LIFE SCIENCES**

**RPG Life Sciences Limited**

**Corporate Identity No. (CIN): L24232MH2007PLC169354**

**Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli,**

**Mumbai- 400 030**

**Tel: 91-22-69757100;**

**Email: [investorservices@rpqls.com](mailto:investorservices@rpqls.com) ; Website: [www.rpqlifesciences.com](http://www.rpqlifesciences.com)**

### **NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]**

Dear Members (s),

Notice of Postal Ballot ('Notice') is hereby given to the Members of RPG Life Sciences Limited ('the Company'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ('Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ('Rules'), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2023 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by way of voting through electronic means ('remote e-Voting') only. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-Voting facility to the Members of the Company. In view of the MCA Circulars, please note that the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA'). If your email ID is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Notice as well as login ID and password for participating in the remote e-Voting. The communication of the assent or dissent of the Members would only take place through the remote e-Voting.

The statement pursuant to section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed Mr. P. N. Parikh (FCS: 327, CP: 1228) and failing him Mr. Mitesh Dhabliwala (FCS: 8331, CP: 9511) and failing him Ms. Sarvari Shah (FCS:9697, CP:11717) of Parikh Parekh & Associates, Practicing Company Secretaries, as Scrutinizer for conducting this Postal Ballot process only through remote e-Voting, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, the Company is pleased to offer remote e-Voting facility to all its members to cast their votes electronically. Members are requested to read the instructions under the section, General information and instructions relating to e-Voting in this Notice to cast their votes electronically from their respective locations. Members are requested to cast their votes through the remote e-Voting process not later than 5.00 pm (I.S.T.) on Thursday, November 14, 2024, failing which it will be strictly considered that no vote has been received from the concerned Member. Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit his report to the Chairman, or any person authorized by him. The results of the Postal Ballot conducted through remote e-Voting process along with the Scrutinizer's Report shall be announced on or before Saturday, November 16, 2024, at the Registered Office of the Company at RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030. The voting results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are listed and will also be displayed on the notice board of the Company and the Company's website at [www.rpglifesciences.com](http://www.rpglifesciences.com) as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The last date for e-Voting i.e. Thursday, November 14, 2024, shall be deemed to be the effective date of passing of the Resolutions as per SS-2.

**SPECIAL BUSINESS:**

**Appointment of Mr. Manoj Maheshwari (DIN:00012341) as Non-Executive Non-Independent Director of the Company**

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

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, Mr. Manoj Maheshwari (DIN:00012341), who was appointed as an Additional Director in the capacity of Non-Executive Non Independent Director of the Company with effect from September 25, 2024 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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

**By Order of the Board of Directors**  
For RPG Life Sciences Limited

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

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

Place: Mumbai  
Date: September 25, 2024

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Regulation 44 of the SEBI Listing Regulations, and SS-2 which sets out details relating to Special Business mentioned in the Notice is annexed herewith and forms part of this Notice.

Details pursuant to Regulation 36(3) of SEBI Listing Regulations and SS-2, in respect of Directors seeking appointment as Non-Executive Non-Independent Director are also annexed to this Notice.

2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from Depositories as on Friday, October 11, 2024 i.e. ('Cut-off date') and whose email IDs are registered with the Company / RTA. For Members who have not registered their email IDs, please follow the instructions given in Note no. 9 of this Notice. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
3. Further, the Members whose names appear in the Register of Members/List of Beneficial Owners as on Cut-off date, are entitled to vote on the Resolution set forth in this Notice in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off date.
4. For the purpose of providing remote e-Voting facility, the Company has entered into an arrangement with NSDL for facilitating e-Voting and enable the Members to cast their votes electronically.
5. The e-Voting period shall commence from 09:00 am (I.S.T.) on Wednesday, October 16, 2024 and will end at 05:00 pm (I.S.T.) on Thursday, November 14, 2024 (both days inclusive). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
6. Resolutions passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at a General Meeting of the Members.
7. A Shareholder cannot exercise his/her vote by proxy on Postal Ballot.
8. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Rajesh Shirambekar, Head- Legal & Company Secretary at email ID at [investorservices@rpgls.com](mailto:investorservices@rpgls.com) or for any query/grievance with respect to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com), or call on toll free no: 022 48867000 and 022 24997000 or send a request to NSDL at email ID at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## 9. REGISTRATION OF EMAIL ID:

i) **For Members holding physical shares:** The Members of the Company holding equity shares of the Company in physical form and who have not registered their email ID may get their email ID registered with Company's RTA by submitting Investor Service Request Form (Form ISR-1) duly filled and signed as per the specimen signature registered with the Company along with self- attested ID Proof and address proof. The Investor Service Request form can be downloaded from website of the RTA <https://linkintime.co.in> => Resources => Download => KYC => Formats of Forms.

ii) **For Members holding shares in demat mode:** The Members holding shares in demat mode are requested to register their email IDs, with the respective Depository Participant ('DP') by following the procedure prescribed by the concerned DP.

10. As per the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic mode only. Please note that there will be no dispatch of physical copies of this Notice, Postal Ballot forms and prepaid Business Reply Envelopes to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-Voting only.
11. It is clarified that if a Member fails to provide or update relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at [www.rpglifesciences.com](http://www.rpglifesciences.com) and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Members whose email IDs are not registered with the Company.
12. All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Members seeking to inspect such documents can send an email to [investorservices@rppls.com](mailto:investorservices@rppls.com).
13. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Maharashtra (in vernacular language i.e. Marathi) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at [www.rpglifesciences.com](http://www.rpglifesciences.com). The said public notice shall also mention the process for registration of email IDs by those Members who have not yet registered their email IDs with the Company.
14. Members may please note that this Notice will also be available on the Company's website at [www.rpglifesciences.com](http://www.rpglifesciences.com), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
15. Members may send their queries on any other matter concerning the Company on the email ID at [investorservices@rppls.com](mailto:investorservices@rppls.com) from their registered email ID, mentioning their name, folio number/DP ID-Client ID, as applicable.
16. The term 'Members' has been used to denote the Shareholders of the Company.

#### **THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 09:00 am (I.S.T.) on Wednesday, October 16, 2024 and will end at 05:00 pm (I.S.T.) on Thursday, November 14, 2024 (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, October 11, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.





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

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

|   |   |
|---|---|
|   | <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>  |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p>                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>  |

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

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

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email



sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rpqls.scrutinizer@gmail.com](mailto:rpqls.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to

go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager, NSDL or Ms. Snehal Bhame, Assistant Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorservices@rppls.com](mailto:investorservices@rppls.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([investorservices@rppls.com](mailto:investorservices@rppls.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

Mr. Manoj Maheshwari (DIN: 00012341) is a Chemistry graduate and has done his post-graduation in Industrial Management. He has over 45 years of experience encompassing project management, production, marketing, financial and general management. He has a rich understanding, domain knowledge and wide experience of the pharmaceutical industry. He was responsible for the pharmaceutical business of Geoffrey Manners and Company which comprised of end-to-end formulations and API business of the Company as well as manufacturing for its associate concerns viz. John Wyeth and Company and Wyeth Laboratories Limited. As part of his indoctrination into the pharmaceutical business, he did a two-year stint and gained extensive exposure in the parent Company, Wyeth in the United States.

Mr. Maheshwari has had a long-term fruitful association with the Company as an Independent Director since February 06, 2008. The second consecutive five (5) years term of Mr. Maheshwari as an Independent Director on the Board of the Company expired on September 24, 2024. He possesses relevant expertise and experience, and his continuation on the Board shall be of immense value for the strategic direction of the Company. Therefore, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors on September 25, 2024 has appointed him as an Additional Director in the capacity of Non-Executive and Non-Independent Director, liable to retire by rotation in accordance with the Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 subject to approval of the shareholders.

Apart from receiving director's remuneration, Mr. Maheshwari has or had no material pecuniary relationship with the Company or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year.

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

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

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

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

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

**By Order of the Board of Directors**

For RPG Life Sciences Limited

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

Registered office:  
RPG House  
463, Dr. Annie Besant Road,  
Worli, Mumbai 400 030.  
Place: Mumbai  
Date: September 25, 2024

**Annexure: Details of Director seeking Appointment**

*[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2)]*

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| <b>Name of the Director</b>  | Mr. Manoj Maheshwari (DIN: 00012341)   |
| <b>Date of first Appointment on the Board</b>  | February 06, 2008,   |
| <b>Age</b>   | 67 years   |
| <b>Qualification</b>   | Graduate from Bombay University with a major in Chemistry and has done his Post Graduation in Industrial Management  |
| <b>Brief Profile, Experience and Nature of expertise</b>                               | <p>Mr. Manoj Maheshwari has over 45 years of experience encompassing project management, production, marketing, financial and general management. He has a rich understanding, domain knowledge and wide experience of the pharmaceutical industry. He was responsible for the pharmaceutical business of Geoffrey Manners and Company which comprised of end-to-end formulations and API business of the Company as well as manufacturing for its associate concerns viz. John Wyeth and Company and Wyeth Laboratories Limited. As part of his indoctrination into the pharmaceutical business, he did a two-year stint and gained extensive exposure in the parent company Wyeth in the United States.</p> <p>Mr. Maheshwari has had a long-term fruitful association with the Company as an Independent Director since February 06, 2008. He is currently also the Chairman of a privately held Non-Banking Financial Company as well as an active Angel Investor and Venture Capitalist and offers strategic guidance to his investee companies in the areas of finance, marketing, and strategy.</p> <p>Mr. Maheshwari is and has been on the Board of Directors of several public and private companies as an independent non-executive director and brings a judicious mix of entrepreneurial and professional skills to the various Boards that he serves on.</p> |
| <b>Disclosure of relationship between Directors and Key Managerial Personnel</b>       | Mr. Maheshwari is not related to any Director, Promoter or Key Managerial Personnel of the Company.  |
| <b>No. of shares held in the Company including shareholding as a beneficial owner.</b> | Nil  |
| <b>List of directorship/ membership/Chairmanship of the committees.</b>                | <p>Directorship in Listed entity:</p> <ol style="list-style-type: none"> <li>1. RPG Life Sciences Limited</li> <li>2. CIE Automotive Limited</li> <li>3. Metro Brands Limited</li> </ol> <p>Membership of Committees in RPG Life Sciences Limited: Nil</p> <p>Membership of Committees in CIE Automotive Limited: Audit Committee</p> <p>Membership of Committees in Metro Brands Limited: Audit Committee</p>   |

|   |  |
|---|--|
| <b>Listed entities from which person has resigned during past 3 years</b> | Nil  |
| <b>Number of Meetings of the Board attended during the FY 24-25</b>       | Mr. Maheshwari has attended 2 (two) Board Meetings held during the FY 24-25. |