

June 24, 2024

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 /Madam,

**Sub: Notice of Seventeenth Annual General Meeting, Annual Report FY 23-24 and the Business Responsibility and Sustainability Report**

This is further to our Letter dated June 11, 2024, conveying that the Seventeenth Annual General Meeting ("AGM") of the Members of the Company will be held on **Tuesday, July 16, 2024, at 3.00 p.m. (IST)** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 23-24 including the Business Responsibility and Sustainability Report, along with the Notice of AGM, which are being sent through electronic mode to the Members of the Company, whose e-mail IDs are registered with Depositories/ Company/ Registrar and Share Transfer Agent.

The Annual Report and Notice of AGM are also available on the website of the Company at [www.rpglifesciences.com](http://www.rpglifesciences.com) under "Annual Report" tab under "Investors" Section.

The Notice of AGM of the Company *inter alia* indicates the process and manner of remote e-voting/ e-voting at the AGM and instructions for participation at the AGM through VC/OAVM.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For RPG Life Sciences Limited

RAJESH  
RAMESH  
SHIRAMBEKAR

Digitally signed by  
RAJESH RAMESH  
SHIRAMBEKAR  
Date: 2024.06.24 20:05:45  
+05'30'

Rajesh Shirambekar  
Head – Legal & Company Secretary



Encl: as above

# NOTICE

**NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RPG LIFE SCIENCES LIMITED WILL BE HELD ON TUESDAY, JULY 16, 2024 AT 03.00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:**

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2024 and the Report of the Board of Directors and Auditors' thereon.
2. To declare dividend of ₹ 16/- per equity share of face value of ₹ 8/- each for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Mr. Harsh V. Goenka (DIN:00026726), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Anil Matai (DIN:03122685), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 30, 2024 and who holds office up to 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, and 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.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16 (1) (b) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Anil Matai (DIN:03122685), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from April 30, 2024 to April 29, 2029.

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.”

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

“RESOLVED THAT Mr. Hiten Kotak (DIN:-00191115), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 30, 2024 and who holds office up to 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, and 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.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16 (1) (b) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Hiten Kotak (DIN:00191115), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from April 30, 2024 to April 29, 2029.

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.”

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

“RESOLVED THAT Ms. Radhika Gupta (DIN:02657595), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 30, 2024 and who holds office up to 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, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16 (1) (b) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Radhika Gupta (DIN: 02657595), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from April 30, 2024 to April 29, 2029.

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."

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

"RESOLVED THAT Mr. Sachin Nandgaonkar (DIN: 03410739) a Non-Executive Director of the Company, who was appointed as an Independent Director of the Company by the Board of Directors with effect from April 30, 2024 and who is eligible for appointment and has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 and Rules made thereunder, from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16 (1) (b) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Articles of Association of the Company, Mr. Sachin Nandgaonkar (DIN: 03410739), who has submitted a declaration that he meets the criteria for independence as provided

in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from April 30, 2024 to April 29, 2029.

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."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Bhaskar Iyer (DIN: 00480341), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director of the Company, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for his further term of 5 (five) years from October 30, 2024 to October 29, 2029.

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."

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

"RESOLVED THAT pursuant to the provisions of Section 148 read with Companies (Audit and Auditors) Rules, 2014, and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kirit Mehta & Co. (Registration No. 000353), Cost Accountants, appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

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

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, clarification Circular No.02/2021 dated January 13, 2021 clarification Circular No.10/2022 dated December 28, 2022 and Circular No. 09/2023 September 25, 2023 (collectively referred to as ‘MCA Circulars’) and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 (collectively referred to as ‘SEBI Circulars’) as amended from time to time have permitted Companies to conduct AGM through Video Conferencing (VC) and Other Audio Visual Means (OAVM) without the physical presence of the Members at a Common Venue and has granted relaxation in respect of sending physical copies of the annual report to the shareholders. The deemed venue of the Sixteenth AGM shall be the Registered Office of the Company. In terms of the said Circulars, the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the Seventeenth Annual General Meeting of the Members is to be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and also available at the Company’s website [www.rpglifesciences.com](http://www.rpglifesciences.com)
2. The Annexure to notice in respect of the Directors seeking appointment/re-appointment at the AGM and relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 4 to 8 set out above and details under Regulations 26(4) and 36(3) of the to be written as SEBI Listing Regulations and Paragraph 1.2.5 of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rpgls.scrutinizer@gmail.com](mailto:rpgls.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. Corporate Members intending to send their authorized representatives to attend the Meeting through VC, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled commencement time of the Meeting and window for joining the Meeting shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing at Item Nos.4 to 9 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
9. The Company has fixed Friday day, June 28, 2024 as the Record Date for determining the entitlement of Members for payment of Dividend for the Financial Year ended on March 31, 2024, if approved at the AGM.
10. The dividend for the Financial Year March 31, 2024, as recommended by the Board, if approved by the shareholders, will be paid subject to deduction of tax at source, as applicable on or after Wednesday, July 17, 2024.

**For Members holding shares in Demat form:**

- i) The dividend shall be paid to those Members whose names stand registered in the Company's register of Members as Beneficial Owners as at the end of business day on Friday, June 28, 2024 as per the list to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- ii) Members may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the Members holding shares in dematerialised mode for any change of bank particulars or bank mandates. Hence, such changes in Bank details, ECS mandate, address or e-mails are to be furnished by the Members to their Depository Participant only.

**For Members holding shares in Physical form:**

- i) The dividend shall be paid to those Members whose names stand registered in the Company's Register of Members as Members on the end of business day on Friday, June 28, 2024.
- ii) SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 03,2021, clarification issued vide Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular SEBI/HO/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16,2023 has mandated all listed Companies to record/update the KYC details i.e. PAN, Nomination and Bank Account details of the first holder for shares held in physical mode. The Company has sent a letter to all the Shareholders holding shares in physical mode whose details are yet to be updated seeking the information.

Detailed information in this regard is available at the Company's website [https://www.rpglifesciences.com/website/forms\\_related\\_to\\_physical\\_shares.php](https://www.rpglifesciences.com/website/forms_related_to_physical_shares.php)

- iii) With a view to avoid any fraudulent encashment of dividend, the Member(s) holding shares in physical mode are requested to submit, if not already submitted, particulars of their Bank Accounts (Bank Account number, the name of the Bank and the Branch) in 'Form ISR - 1' along with copy of the cancelled cheque leaf with the first named shareholder's name imprinted on the face of the cheque leaf, where they would like to deposit the dividend warrants for encashment. These details should be furnished by the first/sole shareholder, directly to the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited ('RTA') (Unit: RPG Life Sciences Limited), C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083,

Tel: 022- 49186270, Fax: 022-49186060, by quoting the folio number.

- iv) Members are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is displayed on the Company's website and can be accessed at [https://www.rpglifesciences.com/website/forms\\_related\\_to\\_physical\\_shares.php](https://www.rpglifesciences.com/website/forms_related_to_physical_shares.php)
- v) SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31 July 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4 August 2023, read with master circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31 July 2023 (updated as on 11 August 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [https://www.rpglifesciences.com/website/grievance\\_redressal.php](https://www.rpglifesciences.com/website/grievance_redressal.php).
- vi) Members holding shares in the same name or in the identical order of names but in multiple Folios, are requested to send to the Company or Link Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

**11. Deduction of Tax on Dividend**

- i) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and therefore the Company is required to deduct tax at source/withhold tax from dividend to be paid to shareholders at the prescribed rates.

For the prescribed rates for various categories, the shareholders are requested to refer to the provisions in the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

The voting rights on the shares outstanding in the suspense account as on March 31, 2024 shall remain frozen till the rightful owner of such shares claims the shares.

- ii) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to Link Intime India Private Limited, the Company's RTA at [https:// linkintime.co.in/formsreg/ submission-of-form-15g-15h.html](https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html) or by email to [rpplsdivtax@linkintime.co.in](mailto:rpplsdivtax@linkintime.co.in) by Friday, June 28, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate as applicable.
- iii) Non-resident shareholders (including Foreign Institutional Investors -FIIs/ Foreign Portfolio Investors – FPIs) can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the same at [https://linkintime.co.in/ formsreg/submissionof-form-15g-15h.html](https://linkintime.co.in/formsreg/submissionof-form-15g-15h.html) or sending the same by email to [rpplsdivtax@linkintime.co.in](mailto:rpplsdivtax@linkintime.co.in). Therefore said declarations and documents need to be submitted by the shareholders by Friday, June 28, 2024.
- iv) The formats of declarations, are available on the Company's website at [https://www.rpplifesciences.com/website/TDS\\_on\\_dividend\\_communication.php](https://www.rpplifesciences.com/website/TDS_on_dividend_communication.php).
12. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. There are no shares lying in Unclaimed Suspense Account. There were no shares lying to claim in the Unclaimed Suspense Account.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM and all other documents referred to in the Notice and Explanatory Statements, will be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members can inspect the same by sending an email to [cosec@rppls.com](mailto:cosec@rppls.com).
15. Shareholders who have not received/ not encashed their dividend for the previous years, may approach the Company or the Registrar & Share Transfer Agent and submit their claim for the said dividend. The amount of dividend remaining unclaimed for a period of seven (7) years shall be transferred to the Investor Education and Protection Fund as per the provisions of Section 125 of the Companies Act, 2013. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. During the financial year, the dividend declared by the Company in respect of the financial year 2015-16, which is unclaimed, has been transferred to IEPF. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company.
17. The Company has authorised Registrar and Transfer agents viz. Link Intime India Private Limited to issue the securities in dematerialised form only while processing shareholder request such as issue of duplicate share certificate, claim from Unclaimed Suspense Account, renewal /exchange of securities certificate, endorsement, sub-division/splitting of shares, consolidation of share certificates/folios, transmission and transposition as per Securities and Exchange Board of India vide its circular dated January 25, 2022. The RTA shall credit the shares to the Suspense Escrow Demat Account of the Company if the shareholder/claimant fails to submit the demat request within 120 days of issuance of Letter of Confirmation.
18. To support the "Green Initiative", we request Members, holding shares in demat form, to kindly register/update your email address with your respective Depository Participants. Further members, holding shares in physical form, can kindly register/update your email address with the Registrar and Share Transfer Agents of the Company at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The registered email address will be used for sending future communications.
19. Instructions for e-voting and joining the AGM are as follows:
- A. Voting through electronic means (Remote e-voting):**
- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries

of India, and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.

- II. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021, December 28, 2022, January 5, 2023 & September 25, 2023, The Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company / Depositories.

The shareholders may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.rpglifesciences.com](http://www.rpglifesciences.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**B. The instructions for shareholders voting electronically are as under:**

- I. The remote e-voting period begins on Saturday, July 13, 2024 (09.00 a.m. IST) and ends on Monday, July 15, 2024 (05.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting hereafter. During this period shareholders of

the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, July 09, 2024 may cast their vote electronically.

- II. The Members, who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote on such resolution again at the AGM.
- III. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, July 09, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you could reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 022 48867000 and 022 24997000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, July 09, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- IV. Details of the process and manner for remote e-voting and joining the Annual General Meeting are explained herein below

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, July 13, 2024 at 09:00 A.M. and ends on Monday, July 15, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, June 28, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, June 28, 2024.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

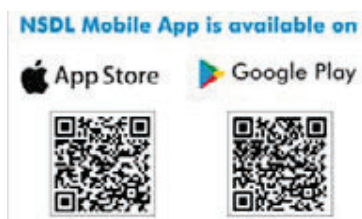
#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting 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>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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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>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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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>





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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>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 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 or joining virtual meeting &amp; voting during the meeting. 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>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>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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

**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.**

Login type	Helpdesk details
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 e-Voting and joining virtual meeting 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?**

- 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.
- 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, 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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 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 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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).
    - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
    - 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.
    - 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 and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- 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 and General Meeting is in active status.
  - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  - 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 [rppls.scrutinizer@gmail.com](mailto:rppls.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 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 [cosec@rppls.com](mailto:cosec@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 [cosec@rppls.com](mailto:cosec@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 and joining virtual meeting 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.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link

- placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cosec@rpgls.com](mailto:cosec@rpgls.com). The same will be replied by the company suitably.
  6. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [cosec@rpgls.com](mailto:cosec@rpgls.com) between 9.00 a.m. (IST) on Tuesday, July 9, 2024 and 5.00 p.m. (IST) on Thursday, July 11, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
  7. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries on accounts or any matter to be placed at the AGM may send the same latest by Thursday, July 11, 2024 mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [cosec@rpgls.com](mailto:cosec@rpgls.com). These queries will be replied by the Company suitably either at the AGM or by email.
  20. Mr. P. N. Parikh (FCS 327 CP 1228) or failing him Mr. Mitesh Dhabliwala (FCS 8331 CP 9511) of Parikh Parekh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizers for conducting the remote e-voting and the e-voting during the AGM in a fair and transparent manner.
  21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 48 hours after conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Scrutinizer's decision on the validity of votes cast will be final.
  22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.rpglifesciences.com](http://www.rpglifesciences.com)) and on the website of NSDL e-voting i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited within two working days after the AGM.

**Registered office:**

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

Place: Mumbai  
Date: April 30, 2024

**By Order of the Board of Directors**

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

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

### Item Nos. 4 to 6

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 30, 2024 appointed Mr. Anil Matai (DIN:03122685), Mr. Hiten Kotak (DIN:00191115) and Ms. Radhika Gupta (DIN: 02657595) as Additional Directors who shall hold their respective offices on the Board of the Company till the date of the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and rules made thereunder and the Articles of Association of the Company.

The Company has received declarations from the aforesaid Directors confirming that they meet the criteria for independence under Section 149(6) and Section 164 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and they also hold valid registration under the Independent Director's Databank pursuant to MCA notification dated October 22, 2019 and that they are eligible to be appointed as an "Independent Director" of the Company and that they are not disqualified from being appointed as Independent Director. The Company has also received notices from a shareholder under Section 160 of the Act proposing their respective appointment as an Independent Director.

In the opinion of the Board, Mr. Matai, Mr. Kotak and Ms. Gupta fulfill the criteria specified in the Act read with the rules made thereunder and Listing Regulations for being appointed as an Independent Director of the Company and are independent of the management. They do not hold any share in the Company.

The brief profile of the Independent Directors is provided separately in this Notice.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions is available for inspection without any fee by the shareholders in electronic mode, basis the request being sent on [cosec@rpgls.com](mailto:cosec@rpgls.com).

Accordingly, it is proposed to appoint Mr. Matai, Mr. Kotak and Ms. Gupta as Independent Director for a term of 5 (five) consecutive years effective from April 30, 2024 to April 29, 2029, not being liable to retire by rotation, respectively

In view of Mr. Matai, Mr. Kotak and Ms. Gupta meeting with the skills, expertise, experience and capabilities required for the role as an Independent Director as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and upon recommendation of Nomination and Remuneration Committee, the Board recommends the special resolution, as set out at item Nos. 4 to 6 of the accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Matai, Mr. Kotak and

Ms. Gupta and their relative(s), is in any way concerned or interested, financially or otherwise, in the proposed special resolution set out at item nos. 4 to 6 of the Notice.

### Item No. 7

Mr. Sachin Nandgaonkar has been part of the Board as a Non-executive Non-Independent Director since January 23, 2015. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 30, 2024 appointed Mr. Sachin Nandgaonkar (DIN:03410739) as an Independent Director, subject to approval of the shareholders in terms of the Act and Listing Regulations

The Company has received declarations from the Director confirming that he meets the criteria for independence as provided under Section 149(6) and Section 164 of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is eligible to be appointed as an "Independent Director" of the Company and that he is not disqualified from being appointed as an Independent Director and also holds valid registration under the Independent Director's Databank pursuant to MCA notification dated October 22, 2019. The Company has also received notice from a shareholder under Section 160 of the Act proposing her appointment as Independent Director.

In the opinion of the Board, Mr. Nandgaonkar fulfills the criteria specified in the Act read with the rules made thereunder and Listing Regulations for being appointed as an Independent Director of the Company and is independent of the management. He holds 1,465 shares in the Company.

The brief profile of the Independent Director is provided separately in this Notice.

A copy of the draft letter of appointment of the Independent Director setting out the terms and conditions is available for inspection without any fee by the shareholders in electronic mode, basis the request being sent on [cosec@rpgls.com](mailto:cosec@rpgls.com).

Accordingly, it is proposed to appoint Mr. Nandgaonkar as an Independent Director for a term of 5 (five) consecutive years effective from April 30, 2024 to April 29, 2029, not being liable to retire by rotation.

In view of skills, expertise and experience of Mr. Nandgaonkar and upon recommendation of Nomination and Remuneration Committee, the Board recommends the special resolution, as set out at item no. 7 of accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Nandgaonkar and his relative(s), is in any way concerned or interested, financially

or otherwise, in the proposed special resolution set out at item no. 7 of the Notice.

### Item No. 8

Mr. Bhaskar Iyer (DIN:00480341) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 and Section 164 of the Act read with Companies (Appointment and Qualifications of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on August 20, 2020, who shall hold the office up to October 29, 2024. In terms of provisions of Section 149 of the Act, he is eligible for re-appointment for further term of five consecutive years from October 30, 2024 to October 29, 2029 on passing of a special resolution by the shareholders of the Company.

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

In the opinion of the Board, he fulfills the conditions specified in the Act and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations for re-appointment as Independent Director of the Company and is independent of the Management of the Company. Mr. Iyer does not hold shares in the Company.

A brief profile of Mr. Iyer is provided separately in Annexure to the Notice.

A copy of draft letter of appointment of Mr. Iyer setting out terms and conditions would be available for inspection without any fee by the Members in electronic mode, basis the request being sent on [cosec@rpgls.com](mailto:cosec@rpgls.com). The details of attending the Board meeting, amount of sitting fees paid during the year and membership/ chairpersonship of committees of other Boards of Mr. Iyer is provided in Corporate Governance Report forming part of this annual report.

#### Registered office:

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

Place: Mumbai

Date: April 30, 2024

In view of skills, expertise and experience of Mr. Iyer, upon recommendation of Nomination and Remuneration Committee, the Board recommends the special resolution, as set out at item No.8 of accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Iyer and his relatives, is in any way, concerned or interested, financially or otherwise, in the proposed special resolution set out at item no.8 of the Notice.

### Item No. 9

The Board on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kirit Mehta & Co., Cost Auditors, to conduct the audit of the cost records in respect of pharmaceutical activities of the Company for the financial year ending March 31, 2025, on a remuneration not exceeding Rs.3,25,000/- p.a., exclusive of all taxes and out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution, as set out at Item No. 9 of accompanying Notice, for approval by the shareholders.

**By Order of the Board of Directors**

**Rajesh Shirambekar**

Head – Legal & Company Secretary  
(ACS No. 11146)

## ANNEXURE TO NOTICE

**DETAILS OF DIRECTORS' SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING****(Pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards- 2 on General Meetings)**

<b>Name of the Director</b>	Mr. Harsh V. Goenka (DIN: 00026726)	Mr. Anil Matai (DIN: 03122685)	Mr. Hiten Kotak (DIN: 00191115)	Ms. Radhika Gupta (DIN: 02657595)	Mr. Sachin Nandgaonkar (DIN: 03410739)	Mr. Bhaskar Iyer (DIN: 00480341)
<b>Date of Birth &amp; Age</b>	December 10, 1957 66 years	June 22, 1959 65 years	August 11, 1961 62 years	September 14, 1983 40 years	December 4, 1969 54 Years	March 7, 1956 68 years
<b>Date of first Appointment on the Board</b>	February 06, 2008	April 30, 2024	April 30, 2024	April 30, 2024	January 23, 2015	October 30, 2019
<b>Qualification</b>	Graduate in Economics, University of Calcutta; MBA, IMD (Switzerland)	Mechanical Engineer from MNIT, Jaipur with a Post Graduate Diploma in International Trade from IIFT Delhi. Mr. Matai has attended Management Development Programs at Harvard Business School and at IMD, Switzerland.	Chartered Accountant	Graduated from The Jerome Fisher Program in Management and Technology (5 year Joint Degree Program), University of Pennsylvania, Philadelphia. She has completed her B.S. in Economics (Finance and Management) from The Wharton School, B.S. in Engineering (Computer Science Engineering) from The Moore School and Minor in Mathematics from the College of Arts and Sciences.	B.Tech. in Electrical Engineering from IIT Bombay and an MBA from IIM Ahmedabad	Bachelor's degree in Science and MBA in Marketing Management from the Bombay University MBA from IIM-Ahmedabad and B Tech IIT-Bombay.
<b>Brief Profile</b>	Mr. Harsh V. Goenka is the Chairman of RPG Enterprises, one of the largest industrial groups in India, active in key business segments such as Tyres, Infrastructure, Information Technology and other diversified segments having an annual turnover of USD 4.8 billion.	Mr. Matai has over 30 years of progressive experience in the Life Sciences space across MNCs, Start-up & leading Indian firms. His vast experience includes spearheading operations across Zydus Healthcare Ltd, Novartis India Ltd, GSK India, and Global Pharma, Dubai.	Mr. Kotak has been advising clients on structuring mergers, acquisitions, and other cross-border transactions involving reorganization, divestment, minority buyouts, and joint ventures arising from domestic and cross-border transactions. He has also advised HNIs and credible business groups on their wealth, estate, and succession planning strategies.	Ms. Gupta started her career at McKinsey & Company, New Jersey, U.S.A. as a Business Analyst. She was a part of the Global Asset Allocation team at AQR Capital, Greenwich, U.S.A., as Portfolio Manager. She was also one of the founding members of Forefront Capital Management Pvt. Ltd., Since February 2017, Ms. Gupta has taken over as the CEO of Edelweiss Asset Management Limited and has been instrumental in the successful run of the investment management business.	Mr. Sachin Nandgaonkar, was a member of the Management Board of RPG Group. During his tenure with the RPG Group, he was Sector Head for the Specialty Sector comprising of RPG Life Sciences and Raychem RPG. He was also responsible for evangelizing RPG's efforts in Digital, Business Excellence, Innovation and New Ventures. Prior to joining RPG Group in Jan 2015, he had spent 22 years in management consulting across Boston Consulting Group and Accenture.	Mr. Bhaskar Iyer is a strategic business leader with over 40 years of experience in pharmaceutical and healthcare industry spanning country management, global leadership and Board Directorship.

<b>Expertise in specific functional area</b>	Mr. Goenka, a past President of the Indian Merchants' Chamber, is also a member of the Executive Committee of FICCI. Mr. Goenka has been the Chairman of the Board of the Company since 2008.	Mr. Matai was engaged as Senior Advisor - Life Sciences at IQVIA Consulting and is currently Director General of the Organisation of Pharmaceutical Producers of India (OPPI). Mr. Matai has functioned on the boards of Zydus Healthcare Ltd., Bayer Zydus Pharma Private Ltd., Novartis Healthcare Private Ltd and Biochem Pharmaceutical Industries Ltd.  As a strategic collaborator, he interfaces with Board of Directors and relevant stakeholders to position business growth and operational ingenuity.	Mr. Kotak is a well-regarded professional and is recognized for his work and contribution to the business community. He has authored/ co-authored several articles and papers in his areas of interest and expertise.	Ms. Gupta has been an influential figure on the board of the Association of Mutual Funds in India (AMFI) and Vice Chairperson for two consecutive terms. Her insights and leadership have been integral to the industry's growth and innovation.	Mr. Nandgaonkar served as the Sector Head for the Specialty Sector, overseeing RPG Life Sciences and Raychem RPG. His responsibilities extended to spearheading RPG's initiatives in Digital Transformation, Business Excellence, Innovation, and New Ventures. His strategic leadership and vision have significantly contributed to the growth and success of the organization.	Mr. Iyer worked for Abbott as Vice President, Mr. Iyer was the President (India and Emerging Markets) with Wockhardt Limited. Mr. Iyer has held global leadership positions with AstraZeneca in Asia-Pacific based at Singapore and country management positions in AstraZeneca, Nicholas Piramal India Limited, ICI Pharmaceuticals.  Mr. Iyer is on the Board of Pharmarack Technologies Pvt. Ltd. , Bharat Serums and Vaccines Ltd, ZCL Chemicals Limited, Themis Medicare Limited and Cohance Lifesciences Limited as a Non-Executive Director. He also works as an Operating Advisor for Quadria Capital, a Singapore headquartered healthcare-focussed PE firm.
<b>Terms and conditions of appointment /re-appointment</b>	Mr. Goenka is liable to retire by rotation and offers himself for re-appointment	Set out in the resolution(s) at Item No. 4 and explanatory statement thereto	Set out in the resolution(s) at Item No. 5 and explanatory statement thereto	Set out in the resolution(s) at Item No. 6 and explanatory statement thereto	Set out in the resolution(s) at Item No. 7 and explanatory statement thereto	Set out in the resolution(s) at Item No. 8 and explanatory statement thereto
<b>List of Directorships / Memberships/ Chairmanship of Committees (excluding foreign companies)</b>	3 Nil	Nil Nil	Nil Nil	Nil Nil	3 Nil	1 5



<b>Resignation from Listed entities in the past three years</b>	Nil	Nil	Nil	Nil	Nil	Nil
<b>No. of shares held in the Company, including shareholding as a beneficial owner</b>	26,915 equity shares in individual capacity and 88,97,816 equity shares as a Trustee of Nucleus Life Trust, 2 equity shares as a Trustee of Secura India Trust, 1 equity share as a Trustee of Prism Estates Trust and 10 equity shares each as a Trustee of Navya Goenka Trust, Ishaan Goenka Trust, AVG Family Trust and RG Family Trust.	Nil	Nil	Nil	1465 equity shares in individual capacity	Nil
<b>Disclosure of Relationship with other Directors and Key Managerial Personnel</b>	None	None	None	None	None	None
<b>Number of Meetings attended during FY 23-24</b>	4	Not Applicable	Not Applicable	Not Applicable	4	3
<b>The profile and specific areas of expertise of the Directors and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided in the Corporate Governance Report which forms part of this Annual Report..</b>						