Prolife Industries Limited

Plot No. 213, GIDC,
Panoli Industrial Estate,
Ta. Ankleshwar,
Dist. Bharuch, Gujarat.
Ph.: 02646-272490

Date: 02.09.2019

To,
The Manager-Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, NSE Building,
Bandra Kurla Complex,
Bandra East,
Mumbai-400 051

Dear Sir/Madam,

Ref: Ref: (SYMBOL: PROLIFE, ISIN : INE994V01012)
Sub: Notice of Annual General Meeting

With respect to captioned subject and, in terms of Regulation 30 of the SEBI (Listing Obligations Disclosure Requirements), Regulations, 2015, please find herewith attached Notice of 25th Annual General Meeting of the Company.

This is for your information and dissemination.
Kindly take the above on your records.

Thanking you,
Yours Faithfully,
FOR, PROLIFE INDUSTRIES LIMITED

PROLIFE INDUSTRIES LIMITED Ankleshwar

MANINDERSINGH JOLLY
(CHAIRMAN & MANAGING DIRECTOR)
(DIN: 00399467)

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of PROLIFE INDUSTRIES LIMITED will be held on Monday, 30th September, 2019 at 9.00 a.m. at 6,8,10,12 HEXON ARCADE, NR, JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C., ANKLESHWAR- 393002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon;

2. To declare final dividend on Equity shares for the year 2018-19.

3. To appoint a Director in place of Mr. ManindersinghJolly [DIN:00399467], who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible to offer herself for re-appointment;

SPECIAL BUSINESS:

4. Appointment of Mr. Dharmendra M. Pushkarna [DIN: 08389975] as an Independent Director.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 149,152, 161 read with Schedule IV and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Dharmendra M. Pushkarna [DIN: 08389975] who was appointed as an Additional Independent Director of the Company by the Board of Directors at its meeting held on April11, 2019, whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 30th September, 2019and shall not be retire by rotation. His remuneration will be as per the Companies Act, 2013 and terms and conditions decided by the Board."

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5. Appointment of Mr. Karan M. Jolly [DIN: 06587791] as Director

To consider and, if thought fir, to pass, with or without modification(s), the following Resolution as Special Resolution:

RESOLVED THAT pursuant to provisions of Section 152, 161and other applicable provisions of Companies Act, 2013 read with rule 8,9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof and provisions of Article of Association of the Company, Mr. Karan M. Jolly [DIN: 06587791] who was appointed as an Additional Director of the Company by the Board of Directors at their Meeting held on April 11, 2019 to hold office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections, 188, 196, 197, 198 and Schedule V of the Companies Act, 2013 read with the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof or for the time being in force) and other applicable provisions of the Companies Act, 2013 and pursuant to the provisions of Articles of Association and as recommended by Nomination and Remuneration Committee of the Board of Director of the Company, remuneration up to Rs. 12,00,000 (Rupees Twelve Lakh only) per annum including all the perquisites and benefits if any, be paid to Mr. Karan M. Jolly[DIN: 06587791],Director of the Company and in the event of inadequacy or in absence of profits the Board shall be authorised to adjust the above remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. To revise the remuneration of Mr. Manindersingh Jolly [DIN: 00399467], Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections, 188, 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modification(s) or re-enactment thereof or for the time being in force)and other applicable provisions of the Companies Act, 2013 and pursuant to the provisions of Articles of Association and as recommended by Nomination and Remuneration Committee of the Board of Director of the Company, the remuneration paid to Mr. Manindersingh jolly [DIN:00399467], Managing Director of the company be and is hereby revised to Rs. 25,00,000/- per annum including all the perquisites and benefits if any and in the event of inadequacy or in absence of profits the Board shall be authorised to adjust the above remuneration in accordance with the applicable provisions of the Companies Act, 2013 with effect from April 01, 2019 for the remaining period of his tenure.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as he may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By order of the Board of Directors

Place: Ankleshwar
Dated: 02.09.2019

(Manindersingh Jolly)
Chairman & Managing Director
DIN: 00399467

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: info@prolifeindustries.in

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 4, 5 and 6 of the Notice is annexed hereto

2. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and a proxy should be a member of the Company.**

3. **Proxies in order to be effective must be lodged at the Registered Office of the Company at least 48 hours before the time of the meeting.**

4. **Members/Proxies should bring the attendance slip duly filled in for attending the Meeting duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.**

5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

6. M/s. Bihari Shah & Co., Chartered Accountants (Firm Registration Number 119020W), were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting of the Company from the conclusion of 24thAnnual General Meeting held on 29th September, 2018 till the conclusion of Annual General Meeting to be held in the calendar year 2023for auditing the accounts of the company for the financial year 2018-19 to 2022-23 subject to ratification by the members at every Annual General Meeting. Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

7. The Notice of AGM along with the Annual Report 2018-2019 is sent to all members via email address registered with the RTA.

8. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2019 to September 30, 2019 (both day inclusive).

9. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before 29th October, 2019 as under:

   i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India)Limited (CDSL) as of the close of business hours on September 23, 2019;

   ii. To all Members in respect of shares held in physical form if any, after giving effect to valid transfers in respect of transfer requests lodged with the Company if any as of the close of business hours on September 23, 2019.

10. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders incompliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of NSE (NSE Emerge), has been exempted from complying with e-voting requirements vide MCA Notification dated 19thMarch, 2015 by amendment in Rule 20of the Companies (Management and Administration) Rules, 2014. Hence, pursuant to the abovementioned notification, the e-voting facility has not been provided.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

13. Corporate Members intending to send their authorized representatives to attend the Meeting 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 their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

14. All Members are requested to

- Intimate immediately any changes in their address to Company's Registrar and Share Transfer Agent
- Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
- Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
- Intimate Registrar and Share Transfer Agent Link Intime India Private Limited for consolidation of folios, in case having more than one folio.
- Bring their copies of annual report and attendance slip with them at the meeting.
- Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Link Intime India Private Limited, to provide efficient and better service to the Members. Members holding share in physical form, if any are requested to advice such changes to the Company's Registrar and transfer agents, M/s Link Intime India Private Limited. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent, M/s Link Intime India Private Limited.

15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice conveying the AGM, Financial Statements, Directors' Report, Auditors' Report etc. is being sent by electronic mode to those Members whose email addresses are registered with the RTA / Depositories, unless any Member has requested form a physical copy of the same. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website www.prolifeindustries.in.

By order of the Board of Directors

Place: Ankleshwar
Dated: 02.09.2019

(Manindersingh Jolly)
Chairman & Managing Director
DIN: 00399467

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: info@prolifeindustries.in

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 4

Pursuant to the provisions of Companies act 2013 and the Articles of Association of the Company, The Board of Directors of the Company has appointed Mr. Dharmendra M. Pushkarna [DIN: 08389975], as an additional Independent (Non-Executive) Director of the Company with effect from April 11, 2019. The Company has received a notice in writing from a member proposing the candidature of Mr. Dharmendra M. Pushkarna [DIN: 08389975] for the office of Independent (Non-Executive) Director in terms of Section 164 of the Act and has given his consent to act as Independent (Non-Executive) Director. Section 149 of the Act inter alia stipulates the criteria of Independence should company propose to appoint an Independent (Non-Executive) Director on its Board. The Company has received a declaration from Mr. Dharmendra M. Pushkarna [DIN: 08389975], that he meets with the criteria of Independence as prescribed under section (6) of section 149 of the act.

Mr. Dharmendra M. Pushkarna [DIN: 08389975], aged34 years is Non-Executive & Independent of the Company. He has completed his Higher Secondary Education (HSC) from the Gujarat Board. He has been associated in the field of Media for last 12 years. He is having vast experience in this field. He has worked as News reporter, News anchor and Chief correspondent news anchor for National Media Houses. He has very good analytical and communication and decision making skills.

The Board recommends the Ordinary Resolution set out at item no.-4. None of the other Directors (except Mr. Dharmendra M. Pushkarna)/Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, Financially or otherwise in the resolution.

Item No 5

The Board of Directors of the Company appointed, pursuant to the provisions of Companies Act, 2013 and the Articles of Association of the Company, Mr. Karan M. Jolly [DIN:06587791], as an Additional Director of the Company with effect from April 11, 2019 who holds office up to the date of this Annual General Meeting. In relation to thisthe Company has received a notice in writing from a member proposing the candidature of Mr. Karan M Jolly [DIN: 06587791]as a Director of the Company.

Accordingly, in terms of provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Karan M. Jolly as Director of the Company.

Brief Profile of Mr. Karan M. Jolly is given below for reference of member:

Mr. Karan M. Jolly holds degree of Bachelor of Technology-Food Engineering and Technology from Institute of Chemical Technology, Mumbai and Master of Science in Biotechnology (Drug Design and Discovery) from Georgetown University, Washinton D.C. He is a dedicated professional and motivated leader with experience in wide array of Quality management Processes. He is having around three years of experience as Quality Production/Shipping Specialist at Magbio Genomics Inc., Gaithersburg MD, USA. He has core competencies in Quality Assurance Management, Project Management, Inventory Management, Internal Process and Product Auditor, Team Building and Reward Recognition and corrective/Preventive Actions.

The Board recommends the Special Resolution set out at item no. -5. None of the Directors and Key Managerial Personnel of the Company except Mr. Manindersingh jolly, Mrs. Anureet Kaur Jolly and Mr. Karan M. Jolly is concerned or interested or otherwise in the resolution

Item No. 6

Mr. Manindersingh Jolly is continuously looking after the day to day affairs of the business and affairs of the company at present. He is actively involved in almost all the departments like finance, marketing, purchase of raw materials, production etc. Looking to the strong financials and his active involvement in the business activities of the Company, his vision for Company's future business development, and the day to day activities currently being looked after by him, it is proposed to revise the remuneration of Mr. Manindersingh Jolly.

Keeping in view of the above, it is proposed to revise the maximum annual remuneration of Mr. Manindersingh Jolly is Rs.25,00,000 (Rupees Twenty Five Lakh only) per annum including all the perquisites and benefits if any with effect from April 01, 2019 for the remaining period of their tenure.

Pursuant to the recommendation of nomination & remuneration committee, the board of directors of the company at its meeting held on 2nd September, 2019 approved the remuneration as stated in item 6of the notice. Further, the board of directors recommends the resolution stated in the said item for the approval of members of the company by way of special resolution.

The Board recommends the Special Resolution set out at item no.-6. None of the Directors and Key Managerial Personnel of the Company except Mr. Manindersingh jolly himself, Mrs. AnureetKaur Jolly and Mr. Karan M. Jolly is concerned or interested or otherwise in the resolution

By order of the Board of Directors

Place: Ankleshwar
Dated: 02.09.2019

(Manindersingh Jolly)
Chairman & Managing Director
DIN: 00399467

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: info@prolifeindustries.in

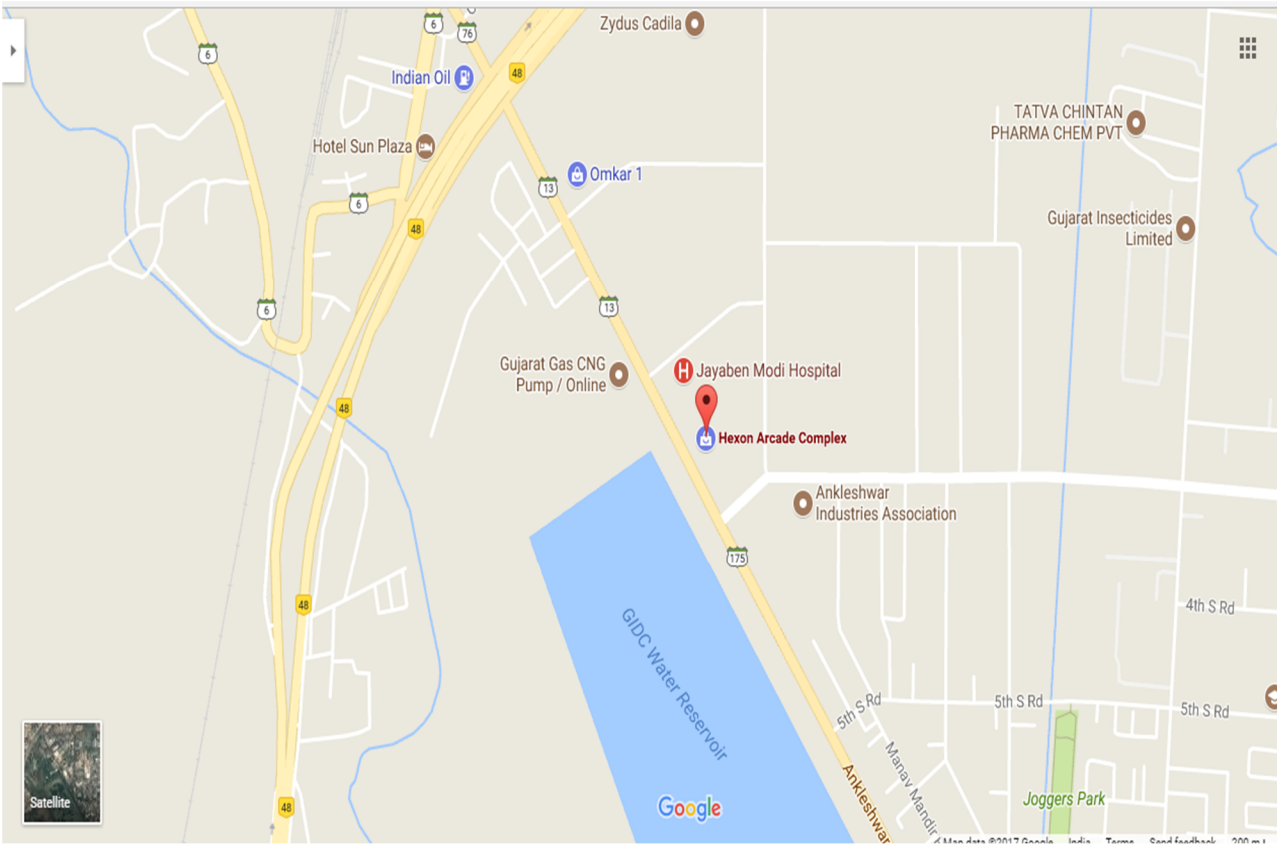
Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	**Mr. Manindersingh Jolly**
Date of Birth	3rd March,1965
Date of Appointment	27th July, 1994 (Since Incorporation)
Qualifications	Bachelor of Science (B.Sc), Institute of Chemical Technology, Mumbai.
Expertise in specific functional areas	Around 25 years of experience in chemical Industry.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1. PROLIFE SPECIALITY CHEMICALS LIMITED 2. PANOLI ENVIRO TECHNOLOGY LIMITED
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	-
Number of shares held in the Company	10,82,200

For other details such as number of Board meetings attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Manindersingh Jolly, please refer to the Director's Report which is part of this Annual Report

Route map of venue of Annual General Meeting of PROLIFE INDUSRIES LIMITED

Venue: 6,8,10,12 HEXON ARCADE, NR, JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C.,ANKLESHWAR- 393002



ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company held at 6,8,10,12 Hexon Arcade, Nr. Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat, India on Monday, 30th September, 2019, at 9:00 A.M.

Folio No. / Client ID/DPID No.

…….

Full Name of the Shareholder:

……

Signature: ……

Full Name of Proxy…….

Signature: …….
(To be filled in if the Proxy attends instead of the Member)

25th Annual General Meeting – 30th September, 2019

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): …….....

Registered Address: …….....

Email: ……

Folio No./Client ID: ……

DP ID: ……...

I/ We, being the Member(s) of……. Shares of the Prolife Industries Ltd., hereby appoint

Name: ……...……

Address: ……

Email…….....

Signature: .....

or failing him / her

Name: ……...……

Address: ……

Email: …….....

Signature: .....

or failing him / her

Name: ……

Address: ……

Email: …….....

Signature: .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 25th Annual General Meeting of the company, to be held on Monday, 30th September, 2019 at 9:00 A.M. at 6 ,8,10,12 Hexon Arcade, Nr. Jayaben Modi Hospital Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat, India and at any adjournment thereof:

Sr. No.	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary resolution).		
2.	To declare final dividend on Equity shares for the year 2018-19 (Ordinary resolution)		
3.	To appoint Mr. Manindersingh S. Jolly [DIN: 00399467], who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution).		
4.	To appoint Mr. Dharmendra M. Pushkarna [DIN: 08389975] as Non-Executive Independent Director of the Company (Ordinary resolution)		
5.	To appoint Mr. Karan M. Jolly [DIN: 06587791] as Director of the Company. (Special resolution)		
6.	To revise the remuneration of Mr. Manindersingh S. Jolly [DIN: 00399467], Managing Director of the Company. (Special resolution)		

Signed this …….Day of …… 2019

…….. ……

Signature of the Member holder(s) Signature of the proxy

Affix Rs. 1/ Revenue Stamp

Signature of the shareholder Across Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. *This is only optional Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.