

RPG LIFE SCIENCES LIMITED

Unit No. 208-213, B Wing, Bezzola Complex, Sion-Trombay Road, Chembur, Mumbai 400 071, India
Tel.: +91-22-25292152-55 • Fax : +91-22-25297423 • CIN : L24232MH2007PLC169354

February 10, 2015

To

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

Dear Sir/ Madam,

Sub: Passing of resolutions through Postal Ballot and e-voting.
(Scrip Code: RPGLIFE)

We hereby inform you that Company proposes to seek approval of the shareholders for the following 3 (three) resolutions through Postal Ballot and e-voting:

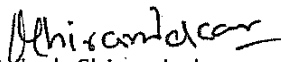
1. Appointment of Ms. Neera Saggi as an Independent Director.
2. Appointment of Mr. CT. Renganathan as a Director.
3. Appointment of and payment of remuneration to Mr. CT. Renganathan as the Managing Director of the Company.

Pursuant to Clause 31 of the Listing Agreement, we enclosed herewith six copies of the Postal Ballot Notice and the Ballot Form. A soft copy of the said Notice and the Form has been emailed to cm1ist@nse.co.in and also uploaded on NEAPS.

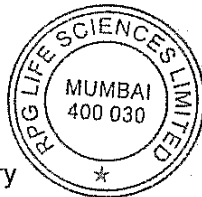
Kindly take the same on record.

Thanking you,

Yours faithfully,
For RPG Life Sciences Limited


Rajesh Shirambekar

Head - Legal & Company Secretary





RPG LIFE SCIENCES LIMITED

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

CIN:L24232MH2007PLC169354

Tel: +91-22-2498 1650 | Fax: +91-22-2497 0127 | Email: info@rpglifesciences.com | Website:www.rpglifesciences.com

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of shareholders, via Postal Ballot for the following:

- 1) Appointment of Ms. Neera Saggi as an Independent Director.
- 2) Appointment of Mr. CT. Renganathan as a Director.
- 3) Appointment of and payment of remuneration to Mr. CT. Renganathan as the Managing Director of the Company.

Shareholders' consent is sought for the proposals contained in the resolutions given in this Notice. The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Ms. Jigyasa Ved of M/s. Parikh Parekh & Associates, Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Thursday, 6.00 p.m. IST, March 19, 2015. Shareholders may choose to vote using the e-voting facility, the details whereof are specified under notes to the Postal Ballot Notice.

The Scrutinizer will submit her report to the Chairman of the Board or the Managing Director or the Company Secretary of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Friday, March 20, 2015, through the website of the Company (www.rpglifesciences.com) and by way of intimation to the Stock Exchanges on which the Company is listed. The said results would also be displayed at the Registered Office of the Company.

The shareholders are requested to consider and, if thought fit, to pass the following resolutions:

Item No. 1

Appointment of Ms. Neera Saggi as an Independent Director

To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Neera Saggi (DIN:00501029), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 20, 2014 and who holds office upto 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, but 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, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Neera Saggi, a Director of the Company, 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 March 19, 2015 to March 18, 2020."

Item No. 2

Appointment of Mr. C.T. Renganathan as a Director

To pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. CT. Renganathan (DIN: 02158397) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 2, 2015 and who holds office upto 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, but 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.”

Item No. 3

Appointment of and payment of remuneration to Mr. C.T. Renganathan as the Managing Director of Company.

To pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) and subject to the approval of the Central Government, if any and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded to the appointment of Mr. CT. Renganathan (DIN: 02158397) as the Managing Director of the Company for a period of 3 (three) years with effect from January 2, 2015 on the terms and conditions including remuneration as set out in the Agreement dated January 2, 2015 entered into between the Company and Mr. Renganathan as the Managing Director of the Company and as set out in the explanatory statement and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT in the event of absence of profits or inadequacy of profits in any financial year under the provisions of Schedule V to the Companies Act, 2013, the remuneration as set out in the agreement dated January 2, 2015 and as set out in the explanatory statement be paid as the minimum remuneration to the Managing Director by way of salary and allowances as specified therein and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**By Order of the Board of Directors,
For RPG LIFE SCIENCES LIMITED**

**Rajesh Shirambekar
Head – Legal & Company Secretary**

Place: Mumbai

Date: January 23, 2015

NOTES:

1. The consent of the shareholders is solicited by passing resolutions by way of a Postal Ballot as detailed in Item Nos. 1, 2 & 3 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members as Beneficial Owners as received from Depositories as on January 30, 2015.
2. Explanatory Statement setting out all material facts as required under Section 102 and 110 of the Act in respect of the aforesaid special business of the Company is appended.
3. Resolutions passed by the shareholders by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the shareholders.
4. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company and to other shareholders through courier.
5. Shareholders who have received the Postal Ballot Notice by email and who do not wish to avail the electronic voting facility, such shareholder can send a request on email to investorservices@rpgls.com or write a letter for obtaining physical Notice and Postal Ballot Form to the Registrars & Share Transfer Agents of the Company i.e. M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
6. Voting through electronic means:

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the shareholders to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

- (i) The voting period begins on February 18, 2015 (09.00 a.m. IST) and ends on March 19, 2015 (06.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 30, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website (www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (mentioned on the postal ballot form) in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of “RPG Life Sciences Limited”.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

7. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
8. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
9. Ms. Jigyasa Ved of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
10. The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.rpglifesciences.com) and on the website of CDSL and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited on Friday, March 20, 2015.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 1

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, listed Company is required to have at least one Women Director on the Board of the Company. In terms of clause 49 of the Listing Agreement, the Board of Directors shall have optimum combination of Executive and Non-executive Directors with at least one Women Director.

In view of the above, the Board on recommendation of the Nomination and Remuneration Committee, at their meeting held on October 20, 2014 appointed Ms. Neera Saggi as an Additional Director who shall hold office on the Board of the Company till the date of the next Annual General Meeting pursuant to the provisions of the Section 161 of the Act.

A brief profile as required under clause 49 of the Listing Agreement is given below:

Ms. Neera Saggi has extensive 34 years varied experience, both in the public and the private sector. For 28 years, as member of Indian Administrative Service, she worked within the government with multiple stakeholders and in different sectors including ports, SEZs, and areas of export promotion, textiles, area administration and rural development. Ms. Saggi was the Chief Executive of L&T Seawoods Pvt. Ltd., a billion US\$ infrastructure and real estate project.

Ms. Saggi has rich experience in formulating and implementing national and state level strategies, programs and public private partnerships. As the President of the Bombay Chamber of Commerce and Industry (BCCI) for the year 2013-14, Ms. Saggi was the first woman to be so elected in 177 years history of this oldest Chamber in the country.

Ms. Saggi is associated with Boards of several companies, non-profit organizations and associations.

Ms. Saggi has the Masters Degree in English Literature from University of Delhi and holds a Masters in Business Administration.

The Company has received a notice in writing from a shareholder of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Saggi for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Saggi fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management of the Company. Having regard to the qualification, knowledge and experience, her appointment as an Independent Director will be in the interest of the Company.

Accordingly, it is proposed to appoint Ms. Saggi as an Independent Director for a term of up to 5 (five) consecutive years effective from March 19, 2015 to March 18, 2020 not being liable to retire by rotation. A copy of the draft letter of appointment of Ms. Saggi setting out the terms and conditions would be available for inspection without any fee by the shareholders at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday. The Board recommends her appointment as an Independent Director in the interest of the Company.

Except Ms. Saggi, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution. Ms. Saggi does not hold any shares in the Company.

Item No. 2 & 3

The Board of Directors of the Company at its meeting held on October 20, 2014 has pursuant to the recommendation of the Nomination and Remuneration Committee appointed Mr. CT. Renganathan as an Additional Director who shall hold office on the Board of the Company till the date of the next Annual General Meeting pursuant to the provisions of the Section 161 of the Act.

The Company has received a notice from a shareholder signifying the intention to propose Mr. Renganathan as a candidate for the office of Director of the Company along with the deposit of requisite amount as stipulated under the provisions of Section 160 of the Companies Act, 2013.

The Board of Directors at its meeting held on October 20, 2014 had also approved the appointment and remuneration of Mr. Renganathan as the Managing Director of the Company for a period of 3 years effective from January 2, 2015 to January 1, 2018 subject to approval of the shareholders and the Central Government, if required, on terms and conditions as set out in the Agreement dated January 2, 2015 entered into between the Company and Mr. Renganathan.

The material terms of the Agreement dated January 2, 2015 referred to in the Resolution at Item No. 3 of the accompanying Notice interalia are as follows:-

Basic Salary per month	₹ 2,50,000
Management Allowance per month	100% of Basic Salary
Other Allowances* per month	up to ₹ 9,77,140
Telephone expenses per month	One mobile and one land line rental and usage will be paid by the Company.
Performance and joining bonus per annum	up to ₹ 60,00,000
PF/SAF/Gratuity/Leave Encashment	As per Company Policy.
Group Medical Insurance / Group Term Life Insurance	As per Company Policy.
Annual Increments	As per Company Policy and/or as decided by the Nomination and Remuneration Committee/ Board.
Maximum remuneration per annum	upto ₹ 3.00 crores including annual / interim increments as per the Company policy.

* Other allowances includes Personal Pay, Housing rentals, Medical, LTA, Meal Coupons, Furniture and Equipment Plan, Car, Fuel and Driver Charges and such other allowances as may be recommended by the Nomination and Remuneration Committee and determined by the Board from time to time.

In terms of Sections 196 of the Companies Act and Rules made thereunder, in case of inadequate profits, the provisions of Schedule V shall be applicable for payment of remuneration to Mr. Renganathan effective from January 2, 2015 to January 1, 2018.

Mr. Renganathan does not hold any directorship on the Board of other companies. He also does not hold any shares in the Company.

The following is the statement of information for the shareholders pursuant to paragraph 1 of Section II of Part II of Schedule V to the Act and also a brief profile as required under Clause 49 of the Listing Agreement:

I. GENERAL INFORMATION

(1) Nature of industry:

Pharmaceutical. The Company manufactures bulk drugs using both synthetic as well as complex fermentation technology and also a wide range of pharmaceutical formulations.

(2) Date of commencement of commercial production:

The pharmaceutical business acquired by the Company commenced production on May 15, 1969.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. Not applicable.

(4) Financial performance:

(₹ in crores)

Particulars	2013-14	2012-13
Total Income	237.91	223.42
Profit before interest, depreciation and tax	14.04	17.85
Interest	2.60	7.44
Depreciation	10.61	9.87
Profit before tax	0.83	0.54
Exceptional Item	64.14	-
Tax Expense	11.57	(3.87)
Profit after tax including exceptional item	53.40	4.41
Profit/(Loss) after tax excluding exceptional item	(10.74)	4.41
Equity capital (face value ₹ 8/-)	13.23	13.23
Earnings per share (₹)	32.29	2.67

(5) Foreign investments or collaboration, if any:

The Company did not have any foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE

1. Background details:

Mr. CT. Renganathan has done his graduation in B.Sc. (Chemistry) in the year 1983 from Madurai University.

Mr. Renganathan has over 30 years of varied work experience in niche pharmaceutical industry in India and overseas. Mr. Renganathan worked with reputed pharmaceutical companies like Cipla, Eli Lilly Ranbaxy and Boston Scientific. His past employment was with GSK India Ltd. as an Executive Vice President. His international work experience was mainly in South East Asian countries like Singapore, Malaysia and Brunei.

2. Past remuneration:

Mr. Renganathan was employed with GSK India Ltd. as an Executive Vice President up to December 31, 2014 on a remuneration of ₹1.53 crores per annum.

3. Recognition or awards:

Mr. Renganathan was honoured with various prestigious awards by the organisations he worked. Some of the major awards he won were “Best Unit Manager”, “Oncology Best Launch”, “President’s Award for Stiefel Integration and Performance”, “Votrient Launch” etc.

4. Job Profile and his suitability:

Mr. Renganathan is a professional with good academic background and rich experience in pharmaceutical industry. Mr. Renganathan is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of domestic and international business; providing strategic direction to the three business units of the Company; review of product portfolio in light of patent laws and continual introduction of new products; enhancement of manufacturing efficiencies and rationalization of costs; and the Company’s entry in regulated market of US and setting up of appropriate manufacturing facilities and development thereof. Mr. Renganathan has successfully handled and overlooked domestic and international business for reputed companies like Glaxo, Cipla, Eli Lilly Ranbaxy etc. for many years. This coupled with his strong resources management capability makes him fully suitable for the position.

5. Remuneration:

The details of remuneration are as stated above.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The Company has a paid up capital of ₹ 13.23 crores. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. The turnover of the Company is ₹ 235.33 crores in the year 2013-14. The Company has three factories. The factory at Navi Mumbai, Maharashtra manufactures bulk drugs using synthetic process. The bulk drugs factory at Ankleshwar, Gujarat manufactures bulk drugs using complex fermentation process. The formulation factory at Ankleshwar, Gujarat, manufactures pharmaceutical formulations of various dosage forms. The Company also undertakes contract product development on the back of strong R&D division. The Company has work force of around 1,200 people. Given the size, complexity of the Company and sheer knowledge driven nature of business and also the profile of Mr. Renganathan and the position as given above, the proposed remuneration is in line with remuneration prevalent in the pharmaceutical industry for companies with similar size, complexity and profile of the position holder.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Renganathan does not have any other pecuniary relationship, directly or indirectly, with the Company or any nature of relationship with the managerial personnel of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The operations of the Company were adversely affected due to notice of non-compliance and a warning letter received from USFDA consequent to the pre-approval inspection of the Company's API facility at Navi Mumbai and formulation facility at Ankleshwar.

2. Steps taken or proposed to be taken for improvement:

The Company has initiated corrective action to meet the requirement of USFDA.

3. Expected increase in productivity and profits in measurable terms:

With new business initiatives undertaken by the Company, the productivity and profits are expected to improve in near term subject to favorable market conditions.

IV. DISCLOSURES

1. The remuneration package of Mr. CT. Renganathan, Managing Director is as stated above.
2. The disclosures as required on all elements of remuneration, service contract details, stock option details, etc. are mentioned elsewhere in the explanatory statement forming part of the notice and shall be mentioned in the Annual Report under the Corporate Governance Report section for the year ended March 31, 2015.

A copy of the Agreement dated January 2, 2015 entered into with Mr. Renganathan is open for inspection by shareholders at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and public holidays upto the date of declaration of the results of the Postal Ballot.

The Board recommends the passing of the Ordinary Resolution as set out in Item No. 2 and Special Resolution as set out in Item No. 3 of the accompanied Notice.

No Director, Key Managerial Personnel or their relatives, except Mr. Renganathan, to whom the resolution relates, is interested or concerned in the resolution.

**By Order of the Board of Directors,
For RPG LIFE SCIENCES LIMITED**

**Rajesh Shirambekar
Head – Legal & Company Secretary**

Place: Mumbai
Date: January 23, 2015



RPG LIFE SCIENCES LIMITED

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

CIN:L24232MH2007PLC169354

Tel: +91-22-2498 1650 | Fax: +91-22-2497 0127 | Email: info@rpglifesciences.com | Website: www.rpglifesciences.com

POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/
First named Shareholder :

2. Name(s) of the Joint Holder(s) (if any) :

3. Registered Folio No./* DP ID No. and
Client ID No.
*(*Applicable to shareholders holding shares in
dematerialized form)* :

4. Number of Equity Share(s) held :

5. I/ We hereby exercise my/our vote(s) in respect of the Ordinary and Special Resolutions to be passed through Postal Ballot for the business enumerated in the Notice dated January 23, 2015, by conveying my/our assent or dissent to the said resolutions by placing a tick mark (✓) at the appropriate box below:

Item No.	Brief Description of the resolution	No. of shares	(FOR)	(AGAINST)
			I/We assent to the resolution	I/We dissent the resolution
1.	Appointment of Ms. Neera Saggi as an Independent Director.			
2.	Appointment of Mr. CT. Renganathan as a Director.			
3.	Appointment of and payment of remuneration to Mr. CT. Renganathan as the Managing Director of the Company.			

Sequence Number :

Place :

Date :

Signature of the Shareholder

Note : Last date for receipt of Postal Ballot Form by the Scrutinizer: March 19, 2015, before 6:00 p.m. IST.
Please read the instructions printed overleaf before exercising your vote.

INSTRUCTIONS:

1. A shareholder desiring to exercise vote by physical ballot may complete this Postal Ballot Form and send it to Scrutinizer in the attached self-addressed envelope bearing the address of the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the registered shareholder will also be accepted.
2. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned ballot form will be rejected. A Power of Attorney (POA) holder may vote on behalf of a shareholder, mentioning the registration number of the POA or enclosing an attested copy of POA. Exercise of vote is not permitted through proxy.
3. This vote may be accorded by recording the assent in column 'For' or dissent in column 'Against' by placing a tick mark (✓) in the appropriate column.
4. Duly completed Postal Ballot Form(s) should reach the scrutinizer not later than 6.00 p.m. IST on March 19, 2015. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from the shareholders has not been received.
5. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on January 30, 2015.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
9. The Company is also offering e-voting facility as an alternate, for all the shareholders to enable them to cast their vote electronically instead of dispatching physical ballot form. The detailed procedure is enumerated in the Notes to the Notice of Postal Ballot.
10. If a shareholder has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case shareholders cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid.
11. The results of the voting shall be declared on March 20, 2015. The results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.rpglifesciences.com and communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.