

RELIANCE LIFE SCIENCES PRIVATE LIMITED

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of Reliance Life Sciences Private Limited will be held on Friday, September 30, 2022 at 11:30 a.m. at the Registered Office of the Company at Dhirubhai Ambani Life Sciences Centre, R-282 TTC Area of MIDC, Thane Belapur Road, Rabale, Navi Mumbai – 400 701 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution(s)**:
 - a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS:

2. To ratify the remuneration of Cost Auditor for the financial year ending on March 31, 2023 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this meeting, to be paid to Shri Suresh D. Shenoy, Cost Auditor of the Company, to conduct the audit of cost records of the Company for the financial year ending on March 31, 2023, be and is hereby ratified;
3. To approve the appointment of Shri Venkata Ramana (DIN: 02256718) as Director and Whole-time Director and in this regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions 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), Shri Venkata Ramana (DIN: 02256718), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company;

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RESOLVED FURTHER THAT pursuant to the provisions of Section 196 and all other applicable provisions of the Companies Act, 2013 and the Rules made therein, approval of the members be and is hereby accorded to the appointment of Shri Venkata Ramana (DIN: 02256718), as Whole-time Director with effect from January 10, 2022 for the period of 5 years on the terms and conditions and remuneration as provided in the explanatory statement annexed to the notice."

4. To approve the appointment of Smt Shailaja Gada Saxena (DIN: 09451446) as Director and Whole-time Director and in this regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions 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), Smt Shailaja Gada Saxena (DIN: 09451446), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds 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 Section 196 and all other applicable provisions of the Companies Act, 2013 and the Rules made therein, approval of the members be and is hereby accorded to the appointment of Smt Shailaja Gada Saxena (DIN: 09451446), as Whole-time Director with effect from January 10, 2022 for the period of 5 years on the terms and conditions and remuneration as provided in the explanatory statement annexed to the notice."

By Order of the Board of Directors



Hardeep Singh Sodhi
Company Secretary

Place : Navi Mumbai
Dated: September 5, 2022

Registered Office :
Dhirubhai Ambani Life Sciences Centre,
R-282 TTC Area of MIDC,
Thane Belapur Road, Rabale,
Navi Mumbai – 400 701.
CIN: U24239MH2001PTC130654
Phone: 022-40678000

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

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A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, Attendance Slip and copy of their Annual Report.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, during business hours upto the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto. The prominent landmark for the venue of the meeting is Rabale Railway Station.
8. None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interest, financially or otherwise, in the Ordinary Resolutions set out at Item Nos. 1, 2, 3 and 4 of the Notice.

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9. Meetings of the Board and Committees of Directors:

Attendance of Directors at Board meetings/Committee meetings during the financial year 2021-22 is as follows:

Name of Director/Member	Board Meeting	Corporate Social Responsibility (CSR) Committee
Shri L V. Merchant	8	3
Shri Dinesh Bhaskar Sathe *	6	2
Shri Vinay Ranade	8	3
Shri Ramaprasad Jayaraman ¹	8	-
Shri Venkata Ramana **	3	1
Smt Shailaja Gada Saxena** ¹	3	-

* Shri Dinesh Bhaskar Sathe ceased as a Director w.e.f. January 10, 2022

** Shri Venkata Ramana and Smt Shailaja Gada Saxena were appointed as Additional Directors and Whole-time Directors w.e.f. January 10, 2022

¹Shri Ramaprasad Jayaraman and Smt Shailaja Gada Saxena are not the members of CSR committee

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

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

ITEM NO. 2

The Board has approved the appointment of Shri Suresh D. Shenoy, Cost Accountant to carry out the audit of the Company's cost records for the products of the Company covered under Drugs and Pharmaceuticals (regulated sectors), Organic and Inorganic Chemicals etc. (non-regulated sectors) and Health Services (non-regulated sectors) for the financial year ending on March 31, 2023, at a remuneration of Rs. 1,72,000/- (Rupees One Lakh Seventy Two Thousand only) exclusive of Goods and Services tax.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor approved by the Board of Directors of the Company has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditor for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at item No. 2 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

ITEM NO. 3

The Board of Directors of the Company at its Meeting held on January 10, 2022 and in terms of the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Shri Venkata Ramana as an Additional Director of the Company with effect from January 10, 2022, to hold office upto the date of the ensuing Annual General Meeting.

In the same Board Meeting and in terms of the provisions of Section 196 and other applicable provisions of the Act, Shri Venkata Ramana, was also appointed as Whole-time Director of the Company with effect from January 10, 2022 for the period of 5 years subject to the approval of members on the terms and conditions and remuneration as annexed to this statement.

Shri Venkata Ramana is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief profile of Shri Venkata Ramana and other requisite details are annexed to this statement.

The Board considers that, given his experience and background, the association of Shri Venkata Ramana would be of immense benefit to the Company and it is desirable to avail his services as a Director.

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Save and except Shri Venkata Ramana, none of the other Directors/Key Managerial Personnel of the Company / their relatives/ relatives of Shri Venkata Ramana, are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

The Board of Directors of the Company at its Meeting held on January 10, 2022 and in terms of the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Smt Shailaja Gada Saxena as an Additional Director of the Company with effect from January 10, 2022, to hold office upto the date of the ensuing Annual General Meeting.

In the same Board Meeting and in terms of the provisions of Section 196 and other applicable provisions of the Act, Smt Shailaja Gada Saxena, was also appointed as Whole-time Director of the Company with effect from January 10, 2022 for the period of 5 years subject to the approval of members on the terms and conditions and remuneration as annexed to this statement.

Smt Shailaja Gada Saxena is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Brief profile of Smt Shailaja Gada Saxena and other requisite details are annexed to this statement.

The Board considers that, given her experience and background, the association of Smt Shailaja Gada Saxena would be of immense benefit to the Company and it is desirable to avail her services as a Director.

Save and except Smt Shailaja Gada Saxena, none of the other Directors/Key Managerial Personnel of the Company / their relatives/ relatives of Smt Shailaja Gada Saxena, are, in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors

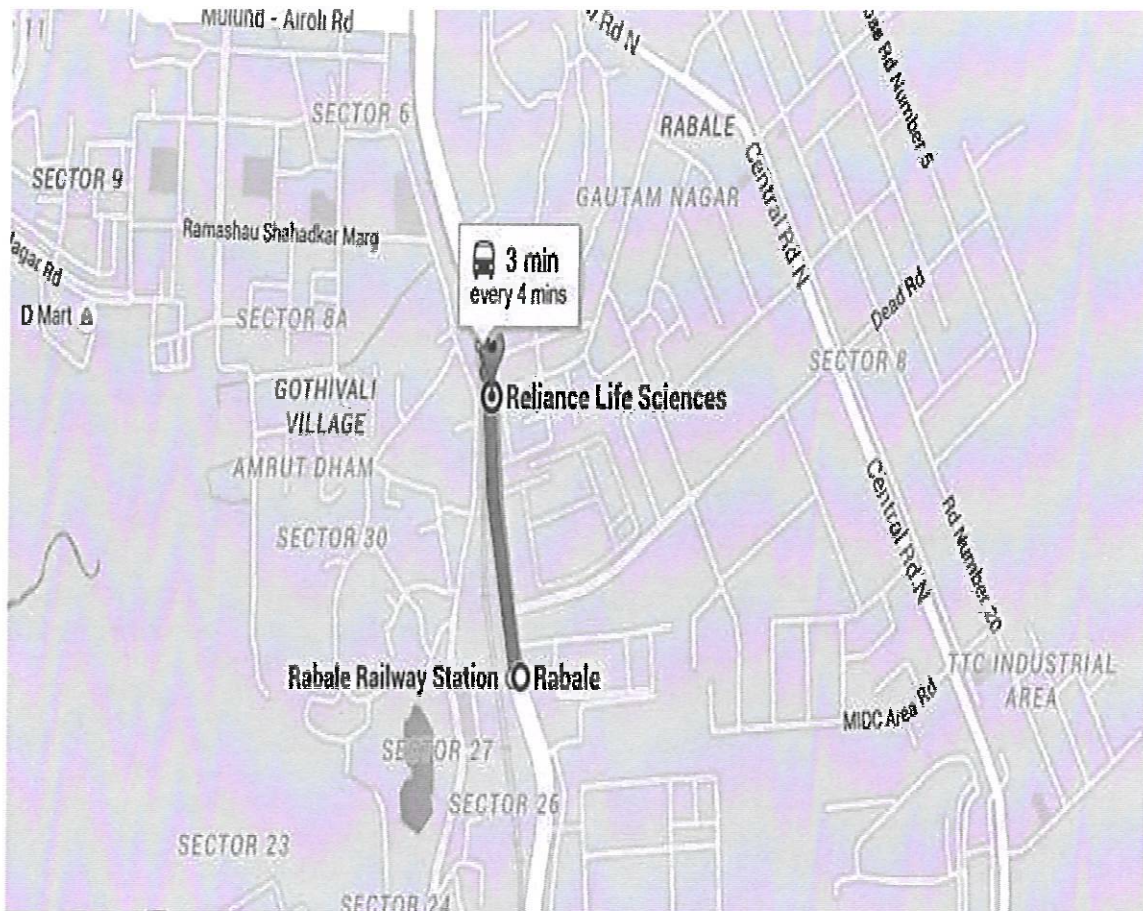


Hardeep Singh Sodhi
Company Secretary

Place: Navi Mumbai
Dated: September 5, 2022

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Route Map To AGM Venue



AGM VENUE ADDRESS:

Dhirubhai Ambani Life Sciences Centre,
R-282 TTC Area of MIDC,
Thane Belapur Road,
Rabale, Navi Mumbai – 400 701

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ANNEXURE

Profile of Directors (seeking appointment/re-appointment at the Annual General Meeting):

Name	Shri Venkata Ramana	Smt Shailaja Gada Saxena
Age	60	49
Qualification	M.Sc., Ph.D.	MBBS, M.Sc (UK), PhD
Terms and Conditions of appointment/re-appointment	As per resolution passed by the Board of Directors at its meeting held on January 10, 2022. Shri Venkata Ramana was appointed as Whole-time director designated as Chief Scientific Officer, Head of R & D, Sr. Vice President of the Company with effect from January 10, 2022 for the period of 5 years.	As per resolution passed by the Board of Directors at its meeting held on January 10, 2022. Smt Shailaja Gada Saxena was appointed as Whole-time director designated as Head Technical – Services of the Company with effect from January 10, 2022 for the period of 5 years.
Remuneration last drawn	Nil	Nil
Remuneration proposed to be paid	Remuneration shall be what he is otherwise entitled to as an employee of the Company from time to time provided that his remuneration including any increment by way of incentive/bonus shall be within the limits permissible under the Companies Act, 2013.	Remuneration shall be what she is otherwise entitled to as an employee of the Company from time to time provided that his remuneration including any increment by way of incentive/bonus shall be within the limits permissible under the Companies Act, 2013.
Date of first appointment on the Board	January 10, 2022	January 10, 2022
Shareholding in the Company	Nil	Nil
Relationship with other Directors/Manager and other Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	—	—
Directorships of other Boards	Nil	Nil
Membership/Chairmanship of Committees of other Boards	Nil	Nil