

RELIANCE LIFE SCIENCES PRIVATE LIMITED

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of **Reliance Life Sciences Private Limited** will be held on Monday, September 30, 2019 at 11:00 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 (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

- a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 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, 2019 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Auditors and fix their remuneration 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 139 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) thereto or re-enactment(s) thereof, for the time being in force), Messrs D T S & Associates LLP, Chartered Accountants (Firm Registration No. 142412W/W100595), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this i.e. 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

RELIANCE LIFE SCIENCES PRIVATE LIMITED

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditor for the financial year ending on March 31, 2020 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, 2020, be and is hereby ratified;

By Order of the Board of Directors



Hardeep Singh Sodhi
Company Secretary

Place : Navi Mumbai

Dated: September 26, 2019

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.**

RELIANCE LIFE SCIENCES PRIVATE LIMITED

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. Keeping in view the requirements set out in the Act, the Board of Directors of the Company have recommended appointment of Messrs D T S & Associates LLP, Chartered Accountants (Firm Registration No. 142412W/W100595), as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. The first year of audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2020.

Messrs D T S & Associates LLP, Chartered Accountants, have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

7. 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.

RELIANCE LIFE SCIENCES PRIVATE LIMITED

8. 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.
9. 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 No. 1, 2 and 3 of the Notice.
10. Meetings of the Board and Committees of Directors:

Attendance of Directors at Board meetings/Committee meetings during the financial year 2018-19 is as follows:

Name of Director/Member	Board Meeting	Corporate Social Responsibility (CSR) Committee Meeting
Shri L V. Merchant	5	2
Shri Dinesh B. Sathe	5	2
Shri Vinay A Ranade	5	2
Shri Ramaprasad Jayaraman	5	NA*

* Shri Ramaprasad Jayaraman is not the member of CSR Committee

=====

RELIANCE LIFE SCIENCES PRIVATE LIMITED

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. 3

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 the Drugs and Pharmaceuticals Sector for the financial year ending on March 31, 2020 at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) exclusive of goods and service 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, 2020 by passing an Ordinary Resolution as set out at item No. 3 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. 3 of the Notice.

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

By Order of the Board of Directors



Hardeep Singh Sodhi
Company Secretary

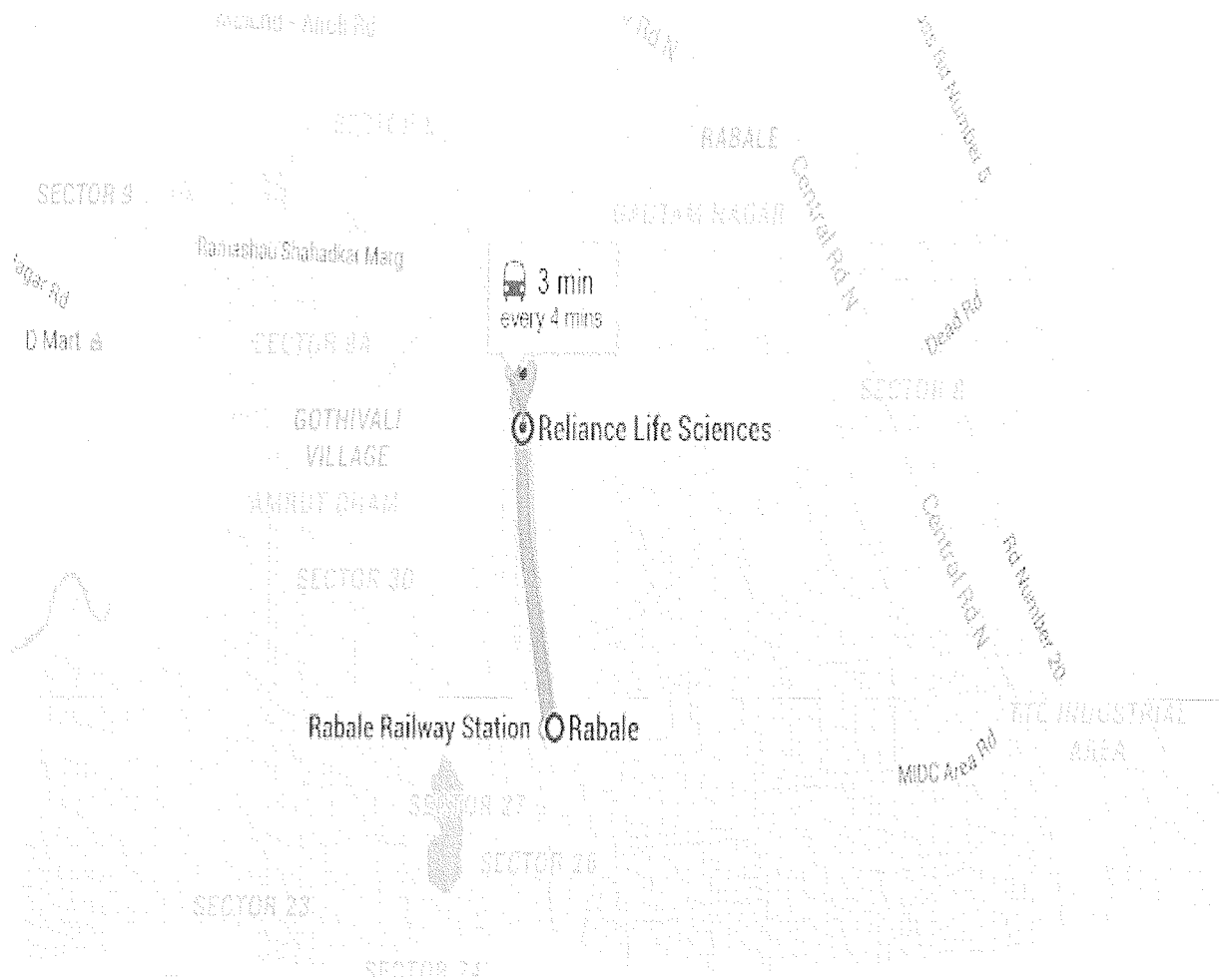
Place : Navi Mumbai
Dated: September 26, 2019

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

RELIANCE LIFE SCIENCES PRIVATE LIMITED

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

Regd. Office: Dhirubhai Ambani Life Sciences Centre, R-282, TTC Area of MIDC, Thane Belapur Road, Rabale, Navi Mumbai - 400 701, INDIA. • Phone: +91-22-4067 8000 • Fax: +91-22-4067 8099. • Website: www.rellife.com

CIN : U24239MH2001PTC130654