



NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF RPG LIFE SCIENCES LIMITED WILL BE HELD ON THURSDAY, JULY 29, 2010 AT 11.30 A.M. AT RAVINDRA NATYA MANDIR, P.L. DESHPANDE MAHARASHTRA KALA ACADEMY, SAYANI ROAD, PRABHADEVI, MUMBAI 400 025 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2010, the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To declare dividend for the year ended on March 31, 2010.
3. To appoint a Director in place of Dr. Lalit S. Kanodia, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Manoj K. Maheshwari, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Mahesh S. Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint Auditors and to 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 M/s. Lovelock & Lewes, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
 “RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311 read with Schedule

XIII and other applicable provisions, if any, of the Companies Act, 1956 (the said Act) including any statutory modification or re-enactment thereof and subject to the approval of the Central Government, if necessary, and such other approvals, permissions, and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the Company hereby approves the appointment of Mr. Ajit Singh Chouhan as Managing Director of the Company for a period of three years from April 9, 2010 to April 8, 2013 on the terms and conditions set out in the Agreement dated May 12, 2010 entered into between the Company and Mr. Ajit Singh Chouhan (which is also hereby approved) and submitted to this meeting and the payment of the following remuneration to Mr. Ajit Singh Chouhan, Managing Director of the Company:

Basic Salary	Rs.2,75,000 p.m.
Allowances	Rs.1,78,000 p.m.
Leave Travel Allowance	Rs.75,000 p.a.
Medical Reimbursement	One month basic salary.
Club Membership	Monthly subscription to one club.
Car	One Company maintained car with driver for Company use. (Personal use will be to the account of the incumbent).
Performance incentive	Upto Rs.16,50,000 p.a.
Telephone	Rental and usage will be paid by the Company.
Provident Fund/ Gratuity/Leave Encashment	As per Company policy.
Group Mediciam Insurance/Group Term Life Insurance	As per Company policy.
Annual Increments	Upto 50% of basic salary and allowances or as decided by the Remuneration Committee.



RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Ajit Singh Chouhan as the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director, the remuneration specified supra, as minimum remuneration as may be prescribed in Section II of Part II of Schedule XIII to the said Act from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including alter and vary the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Mr. Ajit Singh Chouhan and to settle any questions, difficulties or doubts that may arise in this regard."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members/proxies should bring duly filled attendance slip sent herewith to attend the meeting.
3. The explanatory statement setting out material facts concerning the Special Business mentioned under Item No.7 of the Notice as required under Section 173(2) of the Companies Act, 1956, is annexed hereto.
4. The details of Directors seeking re-appointment at the Annual General Meeting as required under Clause 49 of the listing agreement is annexed hereto.
5. The Register of Members and Share Transfer Books

of the Company will remain closed from Monday, July 19, 2010 to Thursday, July 29, 2010 (both days inclusive).

6. The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid on or after July 29, 2010 to those members whose names stand registered on the Company's Register of Members:
 - i) as beneficial owners as at the end of business hours on July 16, 2010 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialized form.
 - ii) as members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before July 16, 2010.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of address and bank particulars or bank mandates. Such changes are to be communicated only to the Depository Participant of the members.
8. Members holding shares in physical form are requested to notify the change, if any, in their address and bank mandate details to the Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
9. Members who have not encashed their dividend warrant for the previous years, may approach the Company or Registrar and 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 205C of the Companies Act,



1956. It may also be noted that once the unclaimed dividend is transferred to the Fund, as above, no claim shall lie in respect thereof.

10. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

11. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.

By Order of the Board of Directors

Ankur Kumar
Head – Legal & Company Secretary

Registered office:

CEAT Mahal

463, Dr. Annie Besant Road

Worli, Mumbai 400 030

Place : Mumbai

Date : May 12, 2010

Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956

Item No.7:

Mr. Ajit Singh Chouhan has been appointed as Managing Director for a period of 3 years from April 9, 2010 to April 8, 2013 at a remuneration and on the terms and conditions as set out in the Agreement dated May 12, 2010 entered into between the Company and Mr. Ajit Singh Chouhan.

Mr. Chouhan, 49 years, is a graduate of Mechanical Engineering with Masters in Business Administration and an Alumni of London Business School. He has over 27 years of rich and varied work experience in India and overseas across the Engineering, Marine, Telecom, Power, Plantations and Pharmaceutical industries.

Mr. Chouhan is a Management Board Member of the RPG Group and is a Director on the Boards of Harrisons Malayalam Limited, Raychem RPG Limited, FGP Limited and Spencer International Hotels Limited. He has also been responsible for the South Asia operations

of KEC International Limited and RPG Transmissions Limited. Prior to joining the RPG Group, he worked with Ingersoll Rand, a US multinational in the Engineering industry and Emerson, another US multinational, in the Network Power Group. He also leads the Transmission industry as the Chairman of the Transmission & Distribution Division of IEEMA (Indian Electrical and Electronics Manufacturers' Association). He is a member of the IEEMA Council, an apex body of the Association.

The appointment of Mr. Chouhan is in accordance with the conditions specified in Part I and Part II of Schedule XIII, as provided in Section 269 of the Companies Act, 1956.

In accordance with the provisions of Section 302 of the Companies Act, 1956, the members were sent the abstract of the Agreement dated May 12, 2010 entered with Mr. Chouhan as referred to above.

The following documents are open for inspection by the members 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 this Annual General Meeting:

- A copy of the Agreement dated May 12, 2010 entered into with Mr. Ajit Singh Chouhan.
- A copy of the abstract of the Agreement dated May 12, 2010 referred to above.

The Board recommends the passing of the Ordinary Resolution as set out in Item No.7 of the accompanied notice. None of the Directors except Mr. Ajit Singh Chouhan is concerned or interested in this Resolution.

By Order of the Board of Directors

Ankur Kumar
Head – Legal & Company Secretary

Registered office:

CEAT Mahal

463, Dr. Annie Besant Road

Worli, Mumbai 400 030

Place : Mumbai

Date : May 12, 2010



Annexure to Notice

Détails of Directors' seeking re-appointment at the Annual General Meeting in pursuance of Clause 49 of the listing agreement.

<p>Dr. Lalit S. Kanodia</p>	<p>Dr. Lalit S. Kanodia, 69 years, is B.Tech (Honours) from IIT, Mumbai. He completed his MBA and obtained his Ph.D in Management from Massachusetts Institute of Technology (MIT), USA, and also taught statistical decision theory at MIT during 1964-65. He was also the visiting faculty for MBA students at the Jammalal Bajaj Institute of Management, Mumbai during 1968-70. He is the founder Chairman of Datamatics Ltd.</p> <p>Dr. Kanodia won Ford Foundation Fellowship (on the basis of national selection in USA) for his Ph.D. He won the distinguished alumnus award of IIT Mumbai in 1983 for "Entrepreneurship", and was also awarded Order of Merit for Management and honoured as "Samajshree" by the Council of Management Executives in 1994 in recognition of services rendered to the public. He was included by Dataquest, an Indian computer magazine, in their January 1995 issue, as one of the ten persons in their "Hall of Fame". He has served as President of the Management Consultants Association of India and is a member of various committees and councils. He is an international consultant and has held the post of consultant to Ford Motor Co. and Arthur D. Little, USA. Prior to founding Datamatics Group, Dr. Kanodia worked with TCS and held overall charge of the organization during 1968-69.</p> <p>Dr. Lalit S. Kanodia is a director of Datamatics Software Services Ltd., Cybercom Datamatics Information Solutions Ltd. and Datamatics Global Services Ltd., in addition to several private limited companies and companies incorporated outside India.</p> <p>Dr. Lalit S. Kanodia does not hold any shares in the Company.</p>
<p>Mr. Manoj K. Maheshwari</p>	<p>Mr. Manoj Maheshwari, 52 years, is a second-generation entrepreneur with interests in the Information Technology, Marketing and Chemical industries. He is a graduate from the Bombay University with a major in Chemistry and has done his post graduation in Industrial Management. Mr. Maheshwari's work experience encompasses the project management, production, marketing, financial and general management areas of medium sized companies and is on the board of directors of a number of public and private companies as an executive/independent non-executive director and brings a judicious mix of entrepreneurial and professional skills to the various Boards that he serves on.</p> <p>Mr. Maheshwari is also a director of Hind Syntex Ltd., MIRC Electronics Ltd., Hamilton & Co. Ltd., Ador Weldings Ltd., Metro Shoes Ltd. and Mahindra Ugin Steel Co. Ltd. in addition to several private limited companies.</p> <p>Mr. Maheshwari is a member of Audit Committee of MIRC Electronics Ltd., Hamilton & Co. Ltd., Ador Weldings Ltd. and Mahindra Ugin Steel Co. Ltd. He is also a member of Shareholders'/Investors' Grievance Committee of Hind Syntex Ltd.</p> <p>Mr. Maheshwari does not hold any shares in the Company.</p>



<p>Mr. Mahesh S. Gupta</p>	<p>Mr. Mahesh Gupta, 53 years, is the Group Managing Director with Ashok Piramal Group for more than five years. As Group Managing Director, he oversees all the businesses of the Group which comprises mainly of Real Estate (Peninsula Land Limited), Textiles (Morarjee Textiles Ltd., Integra Apparels), Engineering (Miranda Tools, PMP Components Pvt. Ltd. and Bakony Wiper Systems Ltd.).</p> <p>Mr. Gupta has over 3 decades of professional experience in business management and in all aspects of Corporate Finance such as treasury management, mergers and acquisitions, strategic planning, direct taxation, company law matters, etc.</p> <p>Mr. Gupta has worked with the Piramal Group for over 17 years including 9 years as Group CFO. He had been on the Board of several Companies in the Piramal Group including whole time director of Nicholas Piramal India Ltd., and also worked with RPG group as Group CFO and Management Board Member and as CEO – Welspun India Ltd.</p> <p>Mr. Gupta was awarded the CFO of the Year Award (2001), Special Commendation for Financial Excellence (Mergers & Acquisitions Category) by IMA (formerly known as EIU), New Delhi.</p> <p>Mr. Gupta is also a director of CEAT Ltd., Peninsula Land Ltd., Morarjee Textiles Ltd., Peninsula Investment Management Company Ltd., Ashok Piramal Management Corporation Ltd., Delta Magnets Ltd., Delta Corp Ltd. and Just Textiles Ltd. in addition to several private limited companies. He is the Chairman of the Audit Committee of Delta Corp Ltd. and Delta Magnets Ltd. and member of the Audit Committee of CEAT Ltd., Just Textiles Ltd. and Peninsula Investment Management Company Ltd. He is also the Chairman of the Shareholders'/Investors' Grievance Committee of CEAT Ltd. and member of the Shareholders'/Investors' Grievance Committee of Morarjee Textiles Ltd.</p> <p>Mr. Gupta, has an Honours Degree in B.Com; L.L.B (Gen)., Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He had an outstanding academic record - Rank Holder and a Silver Medalist in Company Secretaries Final examination.</p> <p>Mr. Gupta does not hold any shares in the Company.</p>
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