



RPG LIFE SCIENCES LIMITED

Unit No. 208-213, B Wing, Bezzola Complex, Sion-Trombay Road, Chembur, Mumbai 400071, India
Tel: +91-22-25292152-55 ♦ Fax: +91-22-25297423

March 20, 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.	BSE Limited Corporate Relationship Department 25, P.J. Towers, Dalal Street, Mumbai 400 001.
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Dear Sir/ Madam,

Sub: Disclosure of voting results pursuant to Clause 35A of the listing agreement passed through Postal Ballot.

(Scrip Code: RPGLIFE/ 532983)

Pursuant to Clause 35 A of the Listing Agreement entered into with the Stock Exchanges, we enclose herewith the voting results declared for the resolutions passed through Postal Ballot on March 19, 2015.

Date of Declaration of Results through Postal Ballot	:	March 20, 2015
Total number of shareholders on record date, i.e. January 30, 2015	:	13,333

No. of shareholders casted their votes through postal ballot:

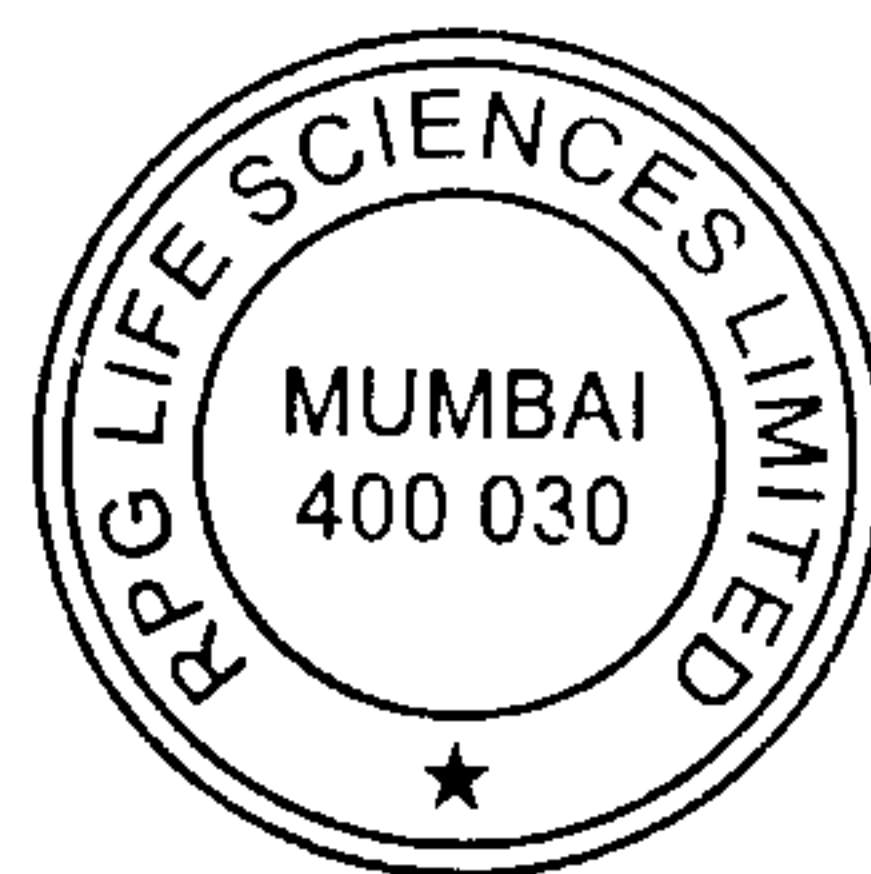
Promoter & Promoter Group	:	10 (7 through Authorised Representative)
Public	:	159

The details of voting results per resolution are enclosed as an annexure. Kindly take the same on record.

Thanking you,

Yours faithfully,
For RPG Life Sciences Limited


Rajesh Shirambekar
Head - Legal & Company Secretary



Encl: As above

RPG Life Sciences Limited - Annexure to Voting results pursuant to clause 35A of the Listing Agreement.

Resolution No. 1- Appointment of Ms. Neera Saggi as an Independent Director.

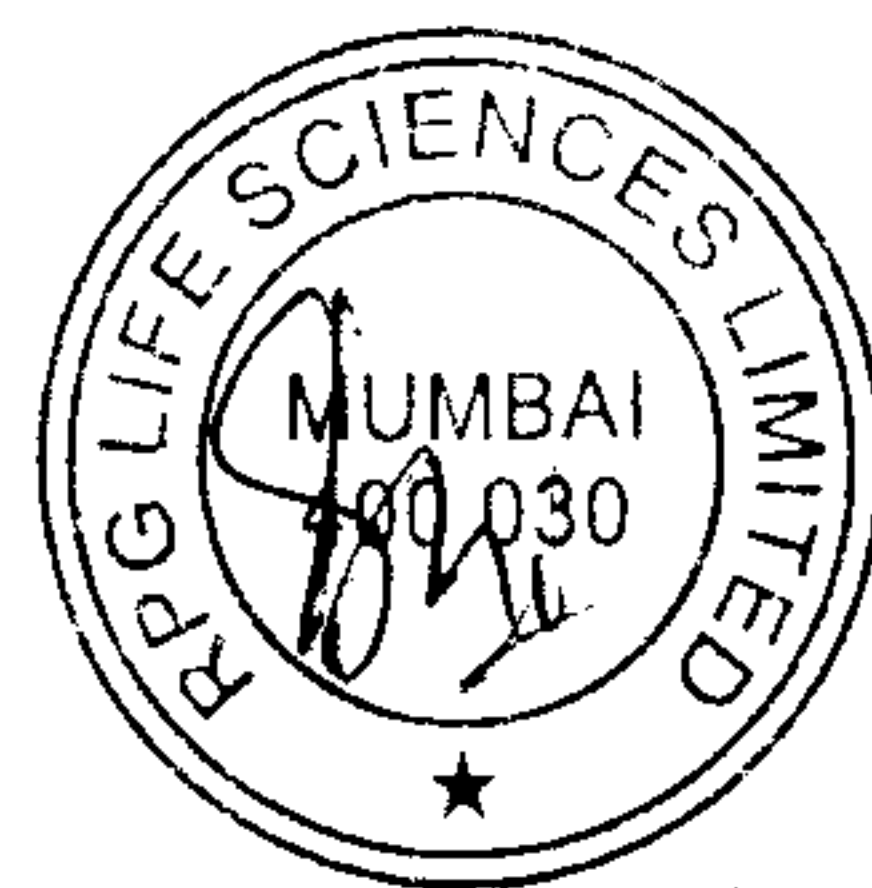
Ordinary Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting + Physical Ballot)							
Promoter and Promoter Group	1,05,31,195	64,84,381	61.57	64,84,381	0	100.00	0.00
Public - Institutional Holders	2,96,104	0	0.00	0	0	0.00	0.00
Public Others	57,08,806	21,766	0.38	21,178	588	97.30	2.70
Total	1,65,36,105	65,06,147	39.35	65,05,559	588	99.99	0.01

Resolution No. 2- Appointment of Mr. CT. Renganathan as a Director.

Ordinary Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting + Physical Ballot)							
Promoter and Promoter Group	1,05,31,195	64,84,381	61.57	64,84,381	0	100.00	0.00
Public - Institutional Holders	2,96,104	0	0.00	0	0	0.00	0.00
Public Others	57,08,806	22,045	0.39	20,462	1,583	92.82	7.18
Total	1,65,36,105	65,06,426	39.35	65,04,843	1,583	99.98	0.02

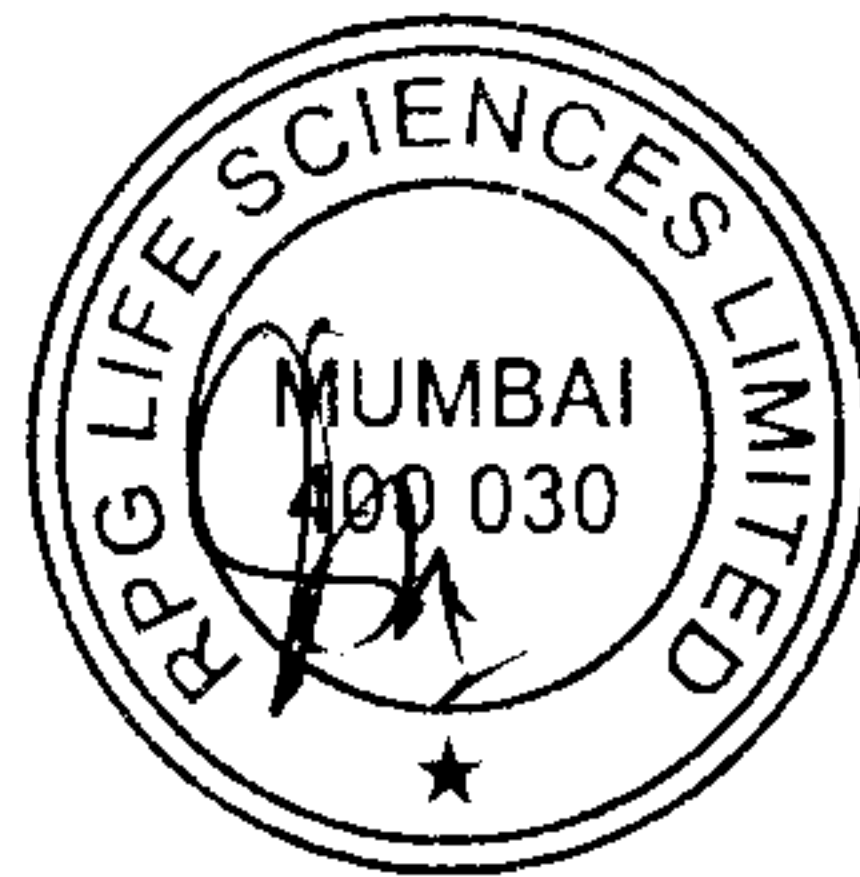


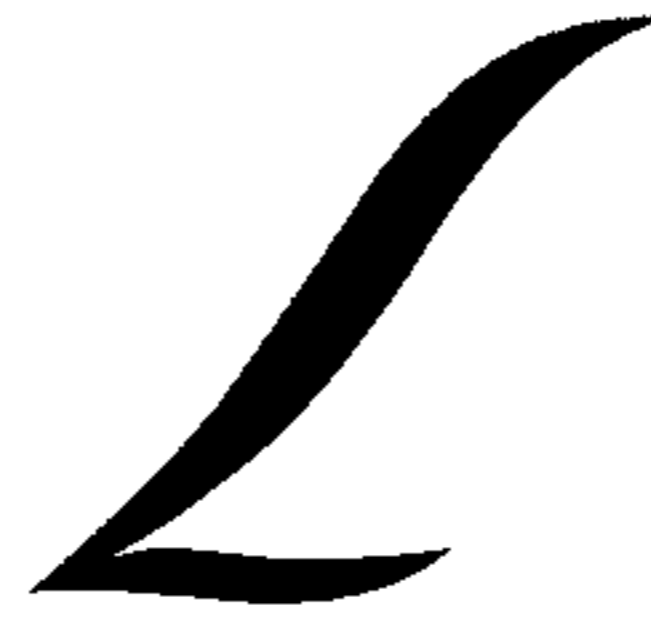
RPG Life Sciences Limited - Annexure to Voting results pursuant to clause 35A of the Listing Agreement.

Resolution No. 3 - Appointment of and payment of remuneration to Mr. CT. Renganathan as the Managing Director of the Company.

Special Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting + Physical Ballot)							
Promoter and Promoter Group	1,05,31,195	64,84,381	61.57	64,84,381	0	100.00	0.00
Public - Institutional Holders	2,96,104	0	0.00	0	0	0.00	0.00
Public Others	57,08,806	21,433	0.38	20,015	1,418	93.38	6.62
Total	1,65,36,105	65,05,814	39.34	65,04,396	1,418	99.98	0.02





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DECLARATION OF THE RESULTS OF VOTING BY POSTAL BALLOT ON MARCH 19, 2015.

As per the Report of the Scrutinizer, Ms. Jigyasa Ved, Practicing Company Secretary, dated March 20, 2015 who was appointed by the Board of Directors of the Company for conducting the voting by Postal Ballot in a fair and transparent manner, the result of the Ordinary and Special Resolutions pursuant to the Notice for Postal Ballot dated January 23, 2015 is as under:

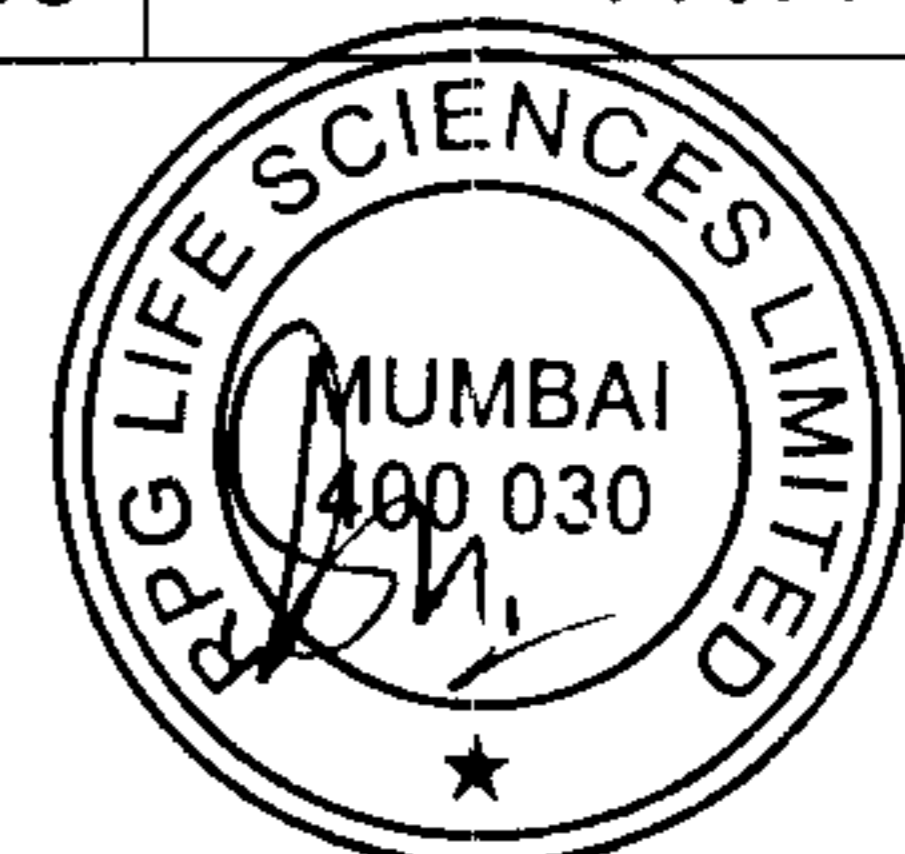
1. Ordinary Resolution for appointment of Ms. Neera Saggi as an Independent Director:

“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.”

Promoter/ Public	Total No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes in against on Votes Polled
	1	2	3 = $\{(2/1)*100\}$	4	5	6 = $\{(4/2)*100\}$	7 = $\{(5/2)*100\}$
Promoter and Promoter Group	1,05,31,195	64,84,381	61.57	64,84,381	0	100.00	0.00
Public Institutional Holder	2,96,104	0	0.00	0	0	0.00	0.00
Public-Others	57,08,806	21,766	0.38	21,178	588	97.30	2.70
Total	1,65,36,105	65,06,147	39.35	65,05,559	588	99.99	0.01

The Ordinary Resolution was passed with overwhelming majority.



Regd. Off.: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400030, India
Tel: +91-22-24981650 / 66606375 ♦ Fax: +91-22-24970127
E-mail : info@rpglifesciences.com ♦ Web: www.rpglifesciences.com
CIN : L24232MH2007PLC169354



2. Ordinary resolution for Appointment of Mr. CT. Renganathan as a Director:

“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,

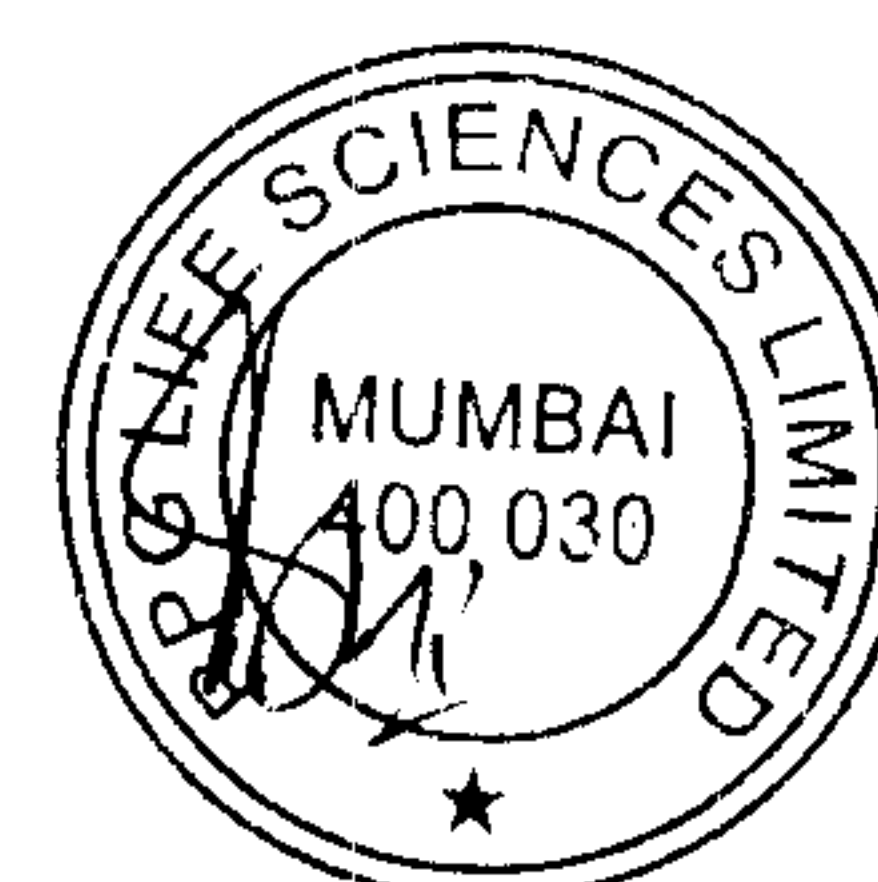
Mr. CT. Renganathan (DIN:02158397) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 2, 2015 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 (‘the Act’) and Articles of 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.”

Promoter/ Public	Total No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes in against on Votes Polled
	1	2	3 = $\{(2/1)*100\}$	4	5	6 = $\{(4/2)*100\}$	7 = $\{(5/2)*100\}$
Promoter and Promoter Group	1,05,31,195	64,84,381	61.57	64,84,381	0	100.00	0.00
Public Institutional Holder	2,96,104	0	0.00	0	0	0.00	0.00
Public-Others	57,08,806	22,045	0.39	20,462	1,583	92.82	7.18
Total	1,65,36,105	65,06,426	39.35	65,04,843	1,583	99.98	0.02

The Ordinary Resolution was passed with overwhelming majority.

3. Special resolution for Appointment of Mr. CT. Renganathan as a Director:

“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.”

Promoter/ Public	Total No. of Shares held	No. of Votes Polled	% of Votes polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes in against on Votes Polled
	1	2	3 = $\{(2/1)*100\}$	4	5	6 = $\{(4/2)*100\}$	7 = $\{(5/2)*100\}$
Promoter and Promoter Group	1,05,31,195	64,84,381	61.57	64,84,381	0	100.00	0.00
Public Institutional Holder	2,96,104	0	0.00	0	0	0.00	0.00
Public-Others	5,708,806	21,433	0.38	20,015	1,418	93.98	6.62
Total	1,65,36,105	65,05,814	39.34	65,04,396	1,418	99.98	0.02

The Special Resolution was passed with overwhelming majority.

A certified true copy of the Report of the Scrutinizer is attached herewith.

For RPG Life Sciences Limited


Rajesh Shirambekar
Head - Legal & Company Secretary



Place: Mumbai
Date: March 20, 2015

PARIKH PAREKH & ASSOCIATES (Regd.)
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
RPG Life Sciences Limited
RPG House, 463,
Dr. Annie Besant Road,
Worli,
Mumbai 400 030.

Report of Scrutinizer

I, Jigyasa Ved, Company Secretary in whole time practice, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Ordinary Resolution for appointment of Ms. Neera Saggi as an Independent Director of the Company.
- (b) Ordinary Resolution for appointment of Mr. CT. Renganathan as a Director of the Company.
- (c) Special Resolution for appointment of and payment of remuneration to Mr. CT. Renganathan as the Managing Director of the Company.

I have scrutinized the ballot forms and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical mode in respect of the said Resolutions.

Contd...2

Ved
Jigyasa
a

Digitally signed by Ved
Jigyasa
DN: cn=Ved Jigyasa, c=IN,
sn=Maharashtra, o=Personal,
serialNumber=85A508121482
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884792978c387184dab4eac3
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Reason: I am the author of this
document
Date: 2015.03.20 16:06:48
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-2-

Ordinary Resolution for appointment of Ms. Neera Saggi as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
150	65,05,559	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
3	588	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
16	2,434



Ordinary Resolution for appointment of Mr. CT. Renganathan as a Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
129	65,04,843	99.98

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
24	1,583	0.02

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
16	2,155



Special Resolution for appointment of and payment of remuneration to Mr. CT. Renganathan as the Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
143	65,04,396	99.98
8	1,418	0.02

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast(Shares)
18	2,767

For Parikh Parekh & Associates

Signature: **Ved Jigyasa**
Digitally signed by Ved Jigyasa
 DN: cn=Ved Jigyasa, o=IN,
 st=Maharashtra, ou=Personal,
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 Reason: I am the author of this
 document
 Date: 2015.03.20 16:07:41 +05'30'

Name: **Jigyasa Ved**

FCS. No: 6488 CP No: 6018

Place: Mumbai

Dated: March 20, 2015

