

PROLIFE INDUSTRIES LIMITED
CIN NO: L24231GJ1994PLC022613

NOTICE

NOTICE is hereby given that the twenty third Annual General Meeting of PROLIFE INDUSTRIES LIMITED will be held on Monday, 25th September, 2017 at 11.00 a.m. at 6,8,10,12 HEXON ARCADE, NR, JAYABEN MODI HOSPITAL, VALIA ROAD, G.I.D.C.,ANKLESHWAR- 393002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon;
2. To declare final dividend on Equity shares for the year 2016-17
3. To appoint a Director in place of Mrs. Anureet Kaur Jolly (DIN:02730332), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;
4. To Appoint statutory auditors

To Consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, M/s Misry & Shah, Chartered Accountants (Firm Registration Number 122702W) be and are hereby appointed as Statutory Auditors of the Company for a term of 5 years to hold office from the conclusion of this annual general meeting until conclusion of the sixth annual general meeting to be held in the calendar year 2022 for auditing the accounts of the company for the financial year 2017-18 to 2021-22 at such remuneration as may be mutually agreed between the board of the directors of the company and the auditors.'

SPECIAL BUSINESS:

5. **Appointment of Mr. Arun Siriram Sehgal [DIN: 00491163], as an Independent Director**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as Special Resolution:-

“**RESOLVED THAT** pursuant to provision of Section 149,152 read with Schedule IV and all other applicable provision 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, Mr. Arun Siriram Sehgal (DIN: 00491163), is appointed as an Independent (Non Executive) Director of the company. pursuant to the provisions of the Companies Act, 2013 and the articles Of Association of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Independent (Non Executive) Director, be and is hereby appointed as a Independent (Non Executive) Director of the Company to hold office for 5 (five) consecutive years with effect from 25th September, 2017 and shall not be retire by rotation. His remuneration will be as per the Companies Act, 2013 and terms and conditions decided by the Board.”

Place: Ankleshwar

Dated: 18.08.2017

REGISTERED OFFICE

213, G.I.D.C.,

PANOLI, ANKLESHWAR- 394116

CIN: L24231GJ1994PLC022613

Email Id: info@prolifeindustries.in

By order of the Board of Directors

Manindersingh Jolly

Chairman & Managing Director

DIN: 00491254

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 5, of the Notice is annexed hereto
2. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and a proxy should be a member of the Company.**
3. **Proxies in order to be effective must be lodged at the Registered Office of the Company at least 48 hours before the time of the meeting.**
4. **Members/Proxies should bring the attendance slip duly filled in for attending the Meeting duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.**
5. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
6. The Notice of AGM along with the Annual Report 2016-2017 is sent to all members via email at the email address registered with the RTA.
7. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2017 to September 25, 2017 (both day inclusive).
8. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before 23rd October, 2017 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India)Limited (CDSL) as of the close of business hours on September 18, 2017;
 - ii. To all Members in respect of shares held in physical form if any, after giving effect to valid transfers in respect of transfer requests lodged with the Company if any as of the close of business hours on September 18, 2017.
9. 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.
10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
11. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
12. All Members are requested to
 - intimate immediately any change in their address to Company's Registrar and Share Transfer Agent

- Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No./Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
 - Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
 - Intimate Registrar and Share Transfer Agent Link Intime India Private Limited for consolidation of folios, in case having more than one folio.
 - Bring their copies of annual report and attendance slip with them at the meeting.
 - Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Link Intime India Private Limited, to provide efficient and better service to the Members. Members holding share in physical form, if any are requested to advice such changes to the Company's Registrar and transfer agents, M/s Link Intime India Private Limited. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent, M/s Link Intime India Private Limited.
13. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the AGM, Financial Statements, Directors' Report, Auditors' Report etc. is being sent by electronic mode to those Members whose email addresses are registered with the RTA / Depositories, unless any Member has requested form a physical copy of the same. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website www.prolifeindustries.in.

Place: Ankleshwar
Dated: 18.08.2017

By order of the Board of Directors

Manindersingh Jolly
Chairman & Managing Director
DIN: 00491254

REGISTERED OFFICE

213, G.I.D.C.,
PANOLI, ANKLESHWAR- 394116
CIN: L24231GJ1994PLC022613
Email Id: info@prolifeindustries.in

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No 5

The Board of Directors of the Company appointed, pursuant to the provisions of Companies act 2013 of the Act and the Articles of Association of the Company, Mr. Arun Siriram Sehgal (DIN: 00491163), as an Independent (Non-Executive) Director of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Arun Siriram Sehgal (DIN: 00491163), for the office of Independent (Non Executive) Director in terms of Section 164 of the Act and has given his consent to act as Independent (Non Executive) Director. Section 149 of the Act inter alia stipulates the criteria of Independence should company propose to appoint an Independent (Non Executive) Director on its Board. The Company has received a declaration from Mr. Arun Siriram Sehgal (DIN: 00491163), that he meets with the criteria of Independence as prescribed under section (6) of section 149 of the act.

Mr. Arun Siriram Sehgal (DIN: 00491163), aged 57 years is Non Executive & Independent of the Company with having Experience of over 25 Years in Chemical Industries.

The Board recommends the Special Resolution set out at item no. -5. None of the other Directors (except Mr. Arun Siriram Sehgal)/Key Managerial Personal of the Company/ their relatives is in any way concerned or interested, Financially or otherwise in the resolution

By order of the Board of Directors

Place: Ankleshwar

Dated: 18.08.2017

Manindersingh Jolly
Chairman & Managing Director
DIN: 00491254

REGISTERED OFFICE

213, G.I.D.C.,

PANOLI, ANKLESHWAR- 394116

CIN: L24231GJ1994PLC022613

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Details of Director Seeking Re-appointment at the Annual General Meeting

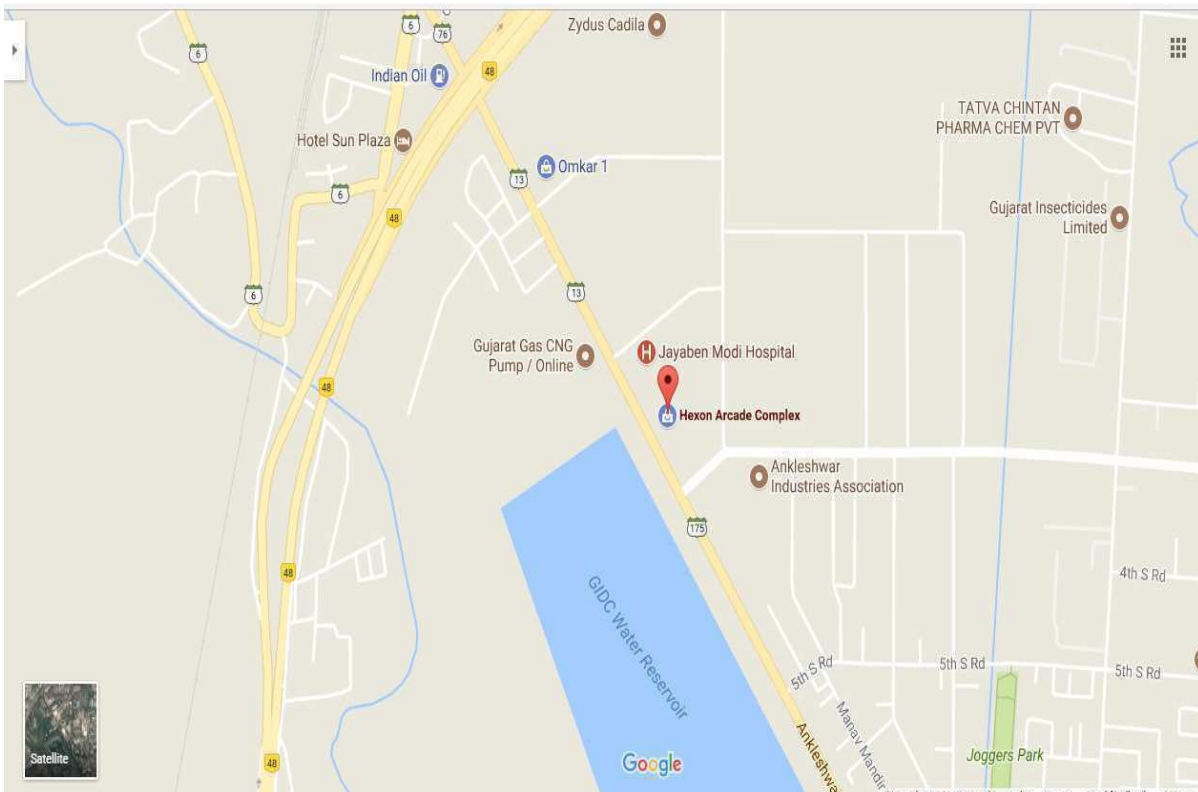
Particulars	Mrs. Anureet Kaur Jolly
Date of Birth	18 th May, 1967
Date of Appointment	31st October, 2009
Qualifications	Bachelor of Science (B.Sc), Graduate Diploma in Financial Management (PGDFM) and Post Graduate Diploma in System Management (PGDSM)
Expertise in specific functional areas	Wide experience in chemical business
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	PROLIFE SPECIALITY CHEMICALS LIMITED (Formerly Known as Nem Organics Limited)
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	-
Number of shares held in the Company	10,10,000

For other details such as number of Board meetings attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mrs. Anureet Kaur Jolly, please refer to the Director's Report which is part of Annual Report

PROLIFE INDUSTRIES LIMITED
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Route map of venue of Annual General Meeting of PROLIFE INDUSTRIES LIMITED

Venue: 6,8,10,12 HEXON ARCADE, NR, JAYABEN MODI HOSPITAL, VALIA ROAD,
G.I.D.C.,ANKLESHWAR- 393002



PROLIFE INDUSTRIES LIMITED
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ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company held at 6,8,10,12 Hexon Arcade, Nr. Jayaben Modi Hospital Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat, India on Monday, 25th September, 2017, at 11:00 A.M.

Folio No. / Client ID/DPID No.

Full Name of the Shareholder:

Signature:

Full Name of Proxy:

Signature:

(To be filled in if the Proxy attends instead of the Member)

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23rd Annual General Meeting – 25th September, 2017

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

Email:

Folio No./Client ID:

DP ID:

I/ We, being the Member(s) of..... Shares of the Prolife Industries Ltd., hereby appoint

Name:

Address:

Email:

Signature:

or failing him / her

Name:

Address:

Email:

Signature:

or failing him / her

Name:

Address:

Email:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 23rd Annual General Meeting of the company, to be held on Monday, 25th September, 2017 at 11:00 A.M. at 6 ,8,10,12 Hexon Arcade, Nr. Jayaben Modi Hospital Valia Road, G.I.D.C., Ankleshwar 393002, Gujarat, India and at any adjournment thereof:

Sr. No.	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary resolution).		
2.	To declare final dividend on Equity shares for the year 2016-17 (Ordinary resolution)		
3.	To appoint Mrs. Anureet Kaur Jolly (DIN: 02730332), who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution).		
4.	To appoint Statutory Auditors of the company to hold office from the conclusion of this AGM until the conclusion of the sixth annual general meeting to be held in the calendar year 2022 to pass the resolution thereof (Ordinary resolution).		
5.	To appoint Mr. Arun Siriram Sehgal (DIN: 00491163) as Non- executive independent director of the Company (Special Resolution)		

Signed this Day of 2017

.....
Signature of the Member
holder(s)

.....
Signature of the proxy

Affix Rs. 1/
Revenue Stamp

Signature of the shareholder
Across Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of 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.
4. *This is only optional Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.