

Date: 03/09/2018

To,

- 1) BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001
- 2) Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th floor, Plot No C 62, Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (E), Mumbai – 400 098
- 3) Ahmedabad Stock Exchange Limited
Kamdheni Complex, Opp. Sahajanand College,
Panjara Pole, Ambawadi, Ahmedabad – 380 015

Sub: Notice of 22nd Annual General Meeting for FY 2017-18

Ref: Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to subject cited, this is to inform you that the 22nd Annual General Meeting for the Financial Year 2017-18 is scheduled as follows:

Day: Friday

Date: 28th September, 2018

Time: 10.30 AM

Venue: Registered Office of the Company at 2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad 500048, Telangana State, India.

We are enclosing herewith Notice of 22nd AGM for the Financial Year 2017-18. The same is also available on Website of the Company at www.drhlsl.com.

Further, in order to comply with Regulation 34 of the SEBI (LODR) Regulations 2015, the Annual Report for the Fiscal Year 2018 will be filed with Stock Exchange after it is adopted by the Shareholders at the 22nd AGM, to be held on 28th September, 2018.

Request you take the same on records.

Thanking you.

For DR HABEEBULLAH LIFE SCIENCES LIMITED



K. Krishnam Raju
Executive Chairman (DIN 00874650)



Encl: as above

Dr Habeebullah Life Sciences Ltd
(Formerly Known as PC Products India Limited)

Regd.Off : 2-5-36/CLRD/1, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad - 500048, TS.India
Corp Off : No.11, Phase I, Vasudeva's Bloomfield Elation, Khajaguda, Nanakramguda, Hyderabad - 500008, TS. India
CIN No. : L85110TG1996PLC099198
Contact No.: 040 - 2970 3333, +91 9030057370

Email : info@drhlsl.com, pcproductsindia@gmail.com
Website : www.drhlsl.com

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Shareholders of DR HABEEBULLAH LIFE SCIENCES LIMITED will be held on Friday, the 28th September, 2018 at 10.30 AM at Registered Office of the Company at 2-5-36/CLRD/1, Survey No. 36, Chintalmet X Roads, Upperpally, Rajendra Nagar Mandal, Hyderabad – 500048, Telangana State, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31, March 2018 together with the reports of the Board of Directors and the Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2018, together with the report of the Auditors thereon.
2. To appoint a director in place of Dr. Mohammed Aejaz Habeeb (DIN 02265024) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory 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** pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, and pursuant to recommendation of Audit Committee **M/s. MSKA & Associates, Chartered Accountants, (Firm Reg. No. 105047W)**, be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 22nd Annual General Meeting till the conclusion of 27th Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019 as may be determined by the Audit Committee in consultation with the Auditor from time to time.”

SPECIAL BUSINESS:

4. **MAINTAINING AND KEEPING THE COMPANY'S REGISTERS REQUIRED TO BE MAINTAINED UNDER SECTION 88 OF THE COMPANIES ACT, 2013 AND COPIES OF ANNUAL RETURNS FILED UNDER SECTION 92 OF THE COMPANIES ACT, 2013 OR ANY ONE OR MORE OF THEM, AT A PLACE OTHER THAN COMPANY'S REGISTERED OFFICE**

To consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, the **Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company** to maintain and keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of Annual Returns filed under Section 92 of the Companies Act, 2013 or any one or more of them and any other records, documents, files and books of accounts at the Corporate office of the Company at No. 11, Phase 1, Vasudeva Bloomfield Elation, Near Delhi Public School, Khajaguda, Nanakramguda, Hyderabad – 500008, Telangana State, India or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.”

“**RESOLVED FURTHER THAT** Mr. K. Krishnam Raju, Chairman & Whole-time Director and/or the Company Secretary be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the aforesaid resolution.”

5. **APPROVAL FOR DRHLSL EMPLOYEES STOCK OPTION PLAN 2018 FOR EMPLOYEES OF THE COMPANY**

To consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the circulars / guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force, **Consent of the Members of the Company be and is hereby accorded to the Board**(hereinafter referred to as the 'Board', which term shall include the Nomination, Remuneration and Compensation Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI ESOP Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution)for the formulation and implementation of '**DRHLSL Employees Stock Option Plan 2018**' ('**ESOP Plan 2018**') and for creation, grant, offer, issue and allotment, from time to time and in one or more tranches, **Stock Options not exceeding 4,00,000 (Four Lacs Only)** to or for the benefit of following persons which would give rise to the issue of not exceeding **4,00,000 (Four Lacs Only) Equity Shares** of the face value of INR 10 (Rupee Ten only) each and to provide for grant and subsequent vesting and exercise of stock options by the Eligible Employees at such price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the ESOP Plan 2018 as summarized in the explanatory statement annexed hereto and in due compliance with the SEBI ESOP Regulations and other applicable laws, rules and regulations.

- (i) who are permanent employees of the Company, whether working in India or outside India;
- (ii) directors of the Company, whether whole-time or not but excluding independent director(s) and;
- (iii) such other employees and persons as may be permitted under the applicable laws and as may be approved by the Board, from time to time,
- (iv) but excluding --
 - (i) an employee /director who is a promoter or a person belonging to the promoter group and
 - (ii) director(s) who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (the 'Eligible Employees')

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger, split, consolidation of equity shares, sale of division/undertaking and others, the ceiling as aforesaid of **4,00,000 (FourLacs Only)Equity Shares** shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under the ESOP Plan 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect the ESOP Plan 2018 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate ESOP Plan 2018 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2018 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the ESOP Plan 2018 shall rank paripassu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the ESOP Plan 2018 on the Stock Exchanges, where the equity shares of the Company are listed in compliance with the provisions of the Listing Regulations and other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI ESOP Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP Plan 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary including appointment of various intermediaries, advisors, consultants or representatives for effective implementation and administration of the ESOP Plan 2018 as also to make applications to the appropriate authorities for obtaining their requisite approvals as also to initiate all

necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents and writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of the ESOP Plan 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto.

6. DRHLSL EMPLOYEE STOCK OPTION SCHEME - 2018 TO THE EMPLOYEES OF SUBSIDIARY COMPANY

To consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with the rules framed there under, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('SEBI ESOP Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the circulars / guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Articles of Association of the Company and all other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, permissions, sanctions and subject to such conditions and modifications as may be prescribed or imposed by the above authorities while granting such approval, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include Nomination and Remuneration Committee of the Board herein after referred to as "the Committee") **approval of the members be and is hereby accorded to the Board/Committee of Directors** to extend the benefits of the "DRHLSL-ESOP Scheme 2018" referred to in the resolution under item No.5 in this Notice and duly passed at this meeting, also to such permanent employees (including joining employees) of the subsidiary company whether working in India or out of India and directors of the company whether whole-time directors or otherwise excluding Independent Directors, as may be decided by the Board and / or Committee or such other persons, as may from time to time, be allowed under prevailing laws and regulations on such terms and conditions at such price as may be decided by the Board and/or Committee".

“RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, decide upon and bring into effect the ESOP Plan 2018 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP Plan 2018 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP Plan 2018 and do all other things incidental to and ancillary thereof.”

7. TO AUTHORIZE BOARD OF DIRECTORS TO ENHANCE THE INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolution.

RESOLVED THAT in supersession of the resolution passed through 1/2016-17 Postal Ballot Results on 29th September, 2016 and 1/2017-18 Postal Ballot Results passed on 22nd December, 2017 and pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the Act) read with Companies (Management and Administration) Rules, 2014 and the provisions of the Articles of Association of the Company and subject to other statutory approvals, consents, sanctions and permissions, as may be necessary, **Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company** (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution); for acquisition of Securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India from time to time and in one or more tranches, for such amount(s) as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of investment(s) / loan(s) / guarantee(s) / security(ies) / investments already given / made / held by Company if any) **shall not at any point of time exceed INR 100/- Crores (Indian Rupees One Hundred Crores only).**

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalise in its absolute discretion the terms and conditions, in respect of the above mentioned investment(s) in bodies corporate (including subsidiary company) including but not limited to timing, the amount and the nature of each such investment(s) in subsidiary companies (including their overseas subsidiaries), with power to transfer, sell, settle or otherwise dispose off the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution.

8. TO BORROW MONEY(IES) FOR THE PURPOSE OF BUSINESS OF THE COMPANY AND GRANT POWERS TO THE BOARD

To consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolution.

RESOLVED THAT in supersession of the resolution passed through 1/2017-18 Postal Ballot Results on 22nd December, 2017 and in accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and also subject to other approvals as may be required, **Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company** to borrow monies for the purpose of the business of the Company, notwithstanding that the monies to be so borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose for the time being, provided that the total amount including the money/s already borrowed by the Company **shall not exceed INR 100 Crores (Indian Rupees One Hundred Crores Only)**.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

9. CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

To consider and if thought fit, pass with or without modification(s), the following resolution as Special Resolution.

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company** (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to create mortgages/hypothecation and/or charge in addition to the existing mortgages/ hypothecations created/to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/credit facility obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) from time to time together with interest, costs, charges, expenses and any other money payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time **shall not exceed the limit of INR 100 Crores (Indian Rupees One Hundred Crore Only)** or the aggregate of the paid-up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.

For and on Behalf of the Board of Directors

Sd/-
K. Krishnam Raju
Executive Chairman (DIN 00874650)

Place: Hyderabad
Date: 27th Aug, 2018

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.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. **The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (Both days inclusive).**
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the 22nd Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer viz. **Venture Capital and Corporate Investments Private Limited.**
9. As a measure of austerity, copies of the annual report will not be distributed at the 22nd Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
11. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to Venture Capital and Corporate Investments Private Limited., Share Transfer Agents of the Company for their doing the needful.
12. The Company has designated an exclusive email ID investorrelations@drhlsl.com which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.

Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Investor Relations Department so as to reach the Company at least 3 days in advance before the date of the Annual General Meeting, specifying the point(s).

13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission/transposition, Demat/ Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
16. Electronic copy of the Annual Report for 2017- 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same and will also be available on the Company's website www.drhlsl.com for their download. For members who have not registered their email address, physical copies of the Annual Report for 2017-2018 is being sent in the permitted mode.
17. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website www.drhlsl.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investorrelations@drhlsl.com.

18. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **Central Depository Services (India) Limited**.

- II. The facility for Voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by Remote E-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The Remote E-Voting period commences on Tuesday, 25th September, 2018 (9:00 am) and ends on Thursday, 27th September, 2018 (5:00 pm).

During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 21st September, 2018, may cast their vote by remote e-voting.

The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding Shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding Shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first time user, follow the steps given below for the password:

For Members holding Shares in Demat Form and Physical Form:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Members holding Shares in physical form will then directly reach the Company selection screen. However, members holding Shares in demat form will now reach Password Creation menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For Members holding Shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant Company, i.e., Dr Habeebullah Life Sciences Limited on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xv) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Contact details for queries relating to E-Voting:

Central Depository Services (India) Limited

Mr. MehboobLakhani / Mr. RakeshDalvi

Address: Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013

Email ID: helpdesk.evoting@cdslindia.com

Toll free Number: 1800225533

Mr. S. Sarveswar Reddy, Practicing Company Secretary, bearing C.P. Number 7478 has been appointed as the Scrutinizer to Scrutinize the E-Voting and Ballot process.

19. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
20. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.drhlsl.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and MSEL Limited.

21. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/ uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
22. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is given below:

Name of the Director	Dr. Mohammed AejaHabeeb
DIN	02265024
Date of Birth	19/01/1966
Age	52 Years
Qualification	Doctor
Date of first appointment on the Board	Tuesday, 27 th December, 2016
Experience	20 Years
Terms and Conditions of Re-appointment along with remuneration to be paid	Same as per the Original Appointment
Remuneration last drawn	NIL Remuneration (But, Professional Fees for rendering services at ORIGIN Hospitals is being paid on proportionate basis)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to Dr. Syed Ameer Basha Paspala
Expertise in Specific Functional Area	Gastroenterologist
No. of Meetings of the Board Attended during the year	4 meetings attended during FY 2017-18
Names of the Companies in which he holds Directorships	NIL
Names of the Companies in which he holds membership of Committees of the Board	NIL
No. of Shares held in the Company as on 31 st March, 2018	12,79,124 (10.88% of Paid Up Capital of the Company)

For and on Behalf of the Board of Directors

**Place: Hyderabad
Date: 27th Aug, 2018**

**Sd/-
K. Krishnam Raju
Executive Chairman (DIN 00874650)**

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

As per Section 88 of the Companies Act, 2013 ('Act') the following registers are required to be kept and maintained by a company:

- i. Register of Members;
- ii. Register of debenture holders; and
- iii. Register of any other security holders.

As per provisions of Section 94(1) and other applicable provisions of the Act, the aforementioned registers maintained by the Company under Section 88 of the Act and copies of the annual returns filed under Section 92 of the Act, are required to be kept and maintained at the Registered Office of the Company. However, such registers or copies of returns may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed special resolution in advance.

Hence, the approval of the members is sought in terms of Section 94(1) of the Act for keeping all or any of the aforementioned registers and returns and any other records, documents, files and books of accounts at the Corporate office of the Company at No. 11, Phase 1, Vasudeva Bloomfield Elation, Near Delhi Public School, Khajaguda, Nanakramguda, Hyderabad – 500008, Telangana State, India or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

The Company affirms that more than one-tenth of its members reside in and around Hyderabad i.e. the place at which the registers and returns are proposed to be kept and maintained. A copy of the proposed special resolution set out above will be delivered to the concerned Registrar of Companies in advance.

Except Mr. K. Krishnam Raju, Whole-time Director and Ms. K. Sarada Vijaya Kumari, Promoter Group (PAC) cum relative of Mr. K. Krishnam Raju; None of the other Directors or Key Managerial Personnel of the Company, and/or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends passing of the resolution as set out at Item No. 4 as a Special Resolution.

Item No's. 5 & 6

The main objectives of this scheme is to give employees who are performing well, a certain minimum opportunity to gain from the Company's performance, thereby acting as a retention tool and to attract best talent available in the market DRHLSL Employees Stock Option Plan 2018' (the 'ESOP Plan 2018') will be administered by the Board and/or Nomination & Remuneration Committee of the Board in terms of "SEBI (Share Based Employee Benefits Regulations 2014).

The Board of Directors ('the Board') has identified the need to reward the Employees and the Directors (including the whole-time and Non-Executive Directors but excluding Independent Directors) of your Company and its subsidiaries so as to enable them to participate in the future growth and financial success of your Company and has proposed to offer the eligible Employees an option to acquire the equity shares of your Company under DRHLSL Employees Stock Option Plan 2018' (the 'ESOP Plan 2018').

Further fresh Equity Shares are proposed to be issued under DRHLSL Employees Stock Option Plan 2018' (the 'ESOP Plan 2018') by the Company and the Scheme will be managed directly by the Nomination and Remuneration Committee. The complete disclosures for the same are given in this explanatory statement. The Board has accordingly decided to seek the approval of the Members for the same.

The salient features of DRHLSL Employees Stock Option Plan 2018' (the 'ESOP Plan 2018') are as under:

Total number of options to be granted	Not exceeding 4,00,000 (Four Lacs) options would be available for grant to the eligible employees of the Company and eligible employees of the subsidiary company(ies) in aggregate under DRHLSL Employees Stock Option Plan 2018' (the 'ESOP Plan 2018'), in one or more tranches exercisable in to 4,00,000 (FourLacs) equity shares .
Identification of Classes of Employees entitled to participate in ESOP	<p>Eligibility for grant of options:</p> <ul style="list-style-type: none"> (i) Permanent Employees of the Company / its subsidiaries (ii) Directors of the Company / its subsidiaries <p>Employees not eligible for grant of options:</p> <ul style="list-style-type: none"> i. An employee who is a promoter or belongs to the promoter group ii. A director who either by himself or through his relative or through anybody corporate, directly or indirectly holds more than 10 per cent of the outstanding equity shares of the Company at the time of granting of option iii. Independent Directors
Transferability of Employees Stock Options	The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option guarantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees with in the period as may be prescribed under DRHLSL Employees Stock Option Plan 2018' (the 'ESOP Plan 2018').
Requirement of Vesting and Period of Vesting	<p>The continuation of the employee in the service of the Company shall be a primary requirement of the vesting. There shall be a minimum period of one year between the date of grant of options and vesting of options. The maximum vesting period shall not exceed five years. The vesting shall happen in one or more tranches as may be decided by the Board.</p> <p>Vested options lapse due to non-exercise and/or unvested options that get cancelled due to resignation/termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re grant such lapsed/cancelled options as per the provisions of DRHLSL Employees Stock Option Plan 2018' (the 'ESOP Plan 2018').</p> <p>In the event of death of an employee or if he suffers permanent incapacity while in employment, all the options granted to him till the date of death or permanent incapacity, as the case may be, shall vest with his legal heirs / in him on that date.</p>
Maximum period within which the options shall be vested	The maximum period within which the options shall be vested would be five years from the date of grant.
Exercise Price or Pricing Formula	<p>Exercise Price means the price determined by the Nomination and Remuneration Committee from time to time at which the eligible Employees shall be authorized to exercise their Options. The Exercise price per Option shall not be less than face value of equity share and shall not exceed market price of the equity share of the Company as on date of grant of Option, which may be decided by the Committee.</p> <p>The Committee can give cashless exercise of Options, if required, to the employees and shall provide necessary procedures and/or mechanism for exercising such Options subject to applicable laws, rules and regulations.</p>

Exercise Period and Process of Exercise	The exercise period shall commence from the date of vesting and will expire not earlier than 5 years from the date of vesting of Options, i.e. where the options are vested in tranches, the 'date of vesting' referred to hereinabove, would be with reference to the actual vesting of the options at each tranche / phase or installment of vesting. The options would be exercisable by submitting the requisite application form / exercise notice to the Company or such other person as the Company may prescribe, subject to conditions for payment of Exercise Price in the manner prescribed by the Board and/or Committee. All the participants in the Scheme shall deliver a written notice of exercise, in the prescribed form, to the Board and/or Committee on or before the expiry of the exercise period.
Route of Scheme Implementation	The Scheme shall be implemented and administered directly by the Company.
Appraisal Process for determining the eligibility of employees for the Scheme	The appraisal process for determining the eligibility of the employee will be specified by the Board and will be based on any or all of the following criteria: <ul style="list-style-type: none"> • Performance of the employee • Position and responsibility of the employee • Present grade and compensation structure of the employee • Exceptional contribution made by the employee • Integrity and behaviour of the employee • Such other parameters as may be decided by the Board • The committee may at its discretion extend the benefits of the ESOP to a new entrant or any existing employee on such other basis as it may deem fit.
Maximum number of Options / Quantum of benefits to be issued per employee and in aggregate	Maximum number of options to be granted to an eligible employee will be determined by the Compensation Committee/ Nomination and Remuneration Committee on case to case basis in terms of the resolutions passed by the shareholders. Thus, the maximum number of options granted to any one employee / director in a year may exceed 1% of the paid-up capital of the company in aggregate in one financial year as may be determined by the Compensation Committee/Nomination and Remuneration Committee.
Confirmation with the Accounting Policies	The Company shall confirm to the Accounting Policies specified in Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the 'Guidance Note on Accounting for employee share based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein or applicable Accounting Standard as may be prescribed by the ICAI from time to time.
The method the Company shall use to value the options	The company shall follow the intrinsic value method to value the options. The difference between the employee compensation cost computed based on intrinsic value and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Director's Report and also the impact of this difference on profit and on EPS of the Company shall also be disclosed in the Director's Report.

The equity shares allotted pursuant to the exercise of the Options shall be listed on the Stock Exchanges where Company's Equity Shares are listed and necessary applications will be made to those Stock Exchange(s) in this behalf.

As per Regulation 6(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the Regulations'), any Employees Stock Option Scheme must be approved by way of a Special Resolution.

Further as the Scheme will entail further shares to be offered to persons other than existing Members of your Company, consent of the Members is required for issue of the equity shares and / or instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013.

Regulation 6(3)(c) of the Regulations requires that a separate special resolution is required to be passed if the benefits of the Scheme are to be extended to eligible employees of the subsidiary companies. The options to be granted under the Scheme shall not be treated as an offer or invitation made to public for subscription in the securities of the Company.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends passing of the resolution as set out at Item No.s 5 & 6 as a Special Resolutions.

Item No. 7

Pursuant to the provisions of section 186 of the Companies Act, 2013, the Board of Directors shall not except with the approval of the Company shall directly or indirectly:

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent (60%) of its paid-up share capital, free reserves and securities premium account or one hundred percent (100%) of its free reserves and securities premium account, whichever is more.

By this proposal, it is proposed to pass enabling resolution authorizing board of directors or any of its committee of the company to make investment or give loan, guarantee or provide security upto INR 100 Crores (Indian Rupees One Hundred Crore Only) at any point of time which includes a sum of INR 50 crores for which approval was already taken from Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which Loans / Investments / Guarantee / Securities may be made pursuant to this Special Resolution.

Your Board recommends passing of the resolution as set out at Item No. 7 as a Special Resolution.

Item No. 8

Pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013, the Board of Directors shall not except with the approval of the Company in General Meeting, borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

In view of the business expansion, growing operations and the need for credit requirement, it is now proposed to obtain the permission of the members to approve the borrowing limits upto INR 100 Crores (Indian Rupees One Hundred Crore only) which includes a sum of INR 50 crores for which approval was already taken from Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which Loans / Investments / Guarantee / Securities may be made pursuant to this Special Resolution.

Your Board recommends passing of the resolution as set out at Item No. 8 as a Special Resolution.

Item No. 9

Pursuant to the provisions of section 180 (1) (a) of the Companies Act, 2013 the Company requires consent of the shareholders to be obtained by passing special resolution for the purpose of mortgaging / creating charges on the properties of the Company to secure the loans availed by the Company.

By this proposal the approval of the shareholders is sought for mortgaging/creating charge on the assets of the Company to secure the loans availed by the Company up to a limit of INR 100 Crores (Indian Rupees One Hundred Crore only) which includes a sum of INR 50 crores for which approval was already taken from Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which Loans / Investments / Guarantee / Securities may be made pursuant to this Special Resolution.

Your Board recommends passing of the resolution as set out at Item No. 9 as a Special Resolution.

For and on Behalf of the Board of Directors

Place: Hyderabad
Date: 27th Aug, 2018

**Sd/-
K. Krishnam Raju
Executive Chairman (DIN 00874650)**