



Pinnacle Life Science Private Limited

CIN: U24232HP2003PTC030912

Reg. Office: Near Telephone Exchange, Manpura, Baddi, Dist Solan, Himachal Pradesh – 173 205

Corp Office: Mahendra Industrial Estate, Third Floor, Plot No. 109D, Road No. 29, Sion (E) Mumbai-400 022, Maharashtra

Website: <http://www.pinnaclelifescience.com/> | **Email:** rushikesh.deole@aartidrugs.com

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NOTICE

NOTICE is hereby given that **22nd ANNUAL GENERAL MEETING** of the members of **PINNACLE LIFE SCIENCE PRIVATE LIMITED** will be held on **Thursday, the 19th day of September, 2024 at 11:00 A.M** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Harshit M.Savla (DIN: 00005340), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

APPOINTMENT OF SMT NEHA RAJEN GADA (DIN: 01642373) AS AN INDEPENDENT AND WOMEN DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 149, Section 152 and any other applicable provisions if any, of the Companies Act, 2013 (‘Act’) and rules made thereunder read with Schedule IV of the Act and Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Smt. Neha Rajen Gada

(DIN: 01642373) who was appointed as an Additional Director in the category of Independent Director and holds office until the date of this Annual General Meeting, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office w.e.f. July 1, 2024 upto the date of her tenure as an Independent Director in Holding Company, Aarti Drugs Limited i.e. May 08, 2028.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby authorized to sign and file necessary Forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary in this regard.”

4. 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 Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) and re-enactment thereof for the time being in force], the remuneration of Rs. 51,000/- (Rupees Fifty One Thousand only) as approved by the Board of Directors of the Company, to be paid to GMVP & Associates LLP, Cost Accountants, for the conduct of the Audit of the cost accounting records of the Company, for the financial year ending March 31, 2025, be and is hereby ratified and confirmed.

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

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By Order of the Board

Rushikesh Deole
Company Secretary
ICSI M.No: F12932

Place: Mumbai

Date: July 24, 2024

Notes:

1. Pursuant to the Circulars issued by the Ministry of Corporate Affairs the AGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the body corporate can attend the AGM through VC/OAVM and cast their votes through electronic voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting.
4. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 3 and 4 above is annexed hereto and forms part of the Notice. Further, as required under provisions of the Secretarial Standard No. 2 on General Meetings, a brief profile of the directors proposed to be appointed/ re-appointed is set out in the Explanatory Statement to this Notice.
6. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM. For obtaining these copies through electronic means Members may write to the Company Secretary by sending an email to investorrelations@aartidrugs.com till the date of the AGM.
7. Corporate members intending to attend the meeting through their authorised representatives are requested to send to the Company a duly certified scanned copy of the Board or governing body Resolution/ Authorisation etc., authorizing their representatives to attend and to vote on their behalf at the meeting to investorrelations@aartidrugs.com
8. Since the AGM will be held through VC/OAVM in accordance with the Circulars mentioned above, the route map, proxy form and attendance slip are not attached to this Notice.
9. Members will be provided with a facility to attend the AGM through VC/OAVM through "Google Meet" VC platform. For any queries related to joining of meeting members are requested to write us on investorrelations@aartidrugs.com or contact Company Secretary at Corporate Office of the Company.

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By Order of the Board

Rushikesh Deole
Company Secretary
ICSI M.No: F12932

Place: Mumbai

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EXPLANATORY STATEMENTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

Smt. Neha R. Gada is a Chartered Accountant and Insolvency Professional. She has an experience of over 22 years in compliance pertaining to Securities Laws. She is a founder of N R Gada and Associates, Chartered Accountants. She also serves as an Independent Director of various listed Companies.

The Board of Directors of the Company, based on the recommendation of the Board of Holding Company, Aarti Drugs Limited and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company and Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had approved the appointment of Smt. Neha R. Gada (DIN: 01642373) as an Additional Director, in the category of Independent Director, of the Company with effect from July 1, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt. Neha R. Gada holds office of Director upto the date of this Annual General Meeting.

Smt. Neha R. Gada also serves as an Independent Director at Holding Company, Aarti Drugs Limited. Considering the extensive knowledge and experience as well as her educational background, appointment of Smt. Neha R. Gada as an Independent Director is in the interest of the Company. Her continued association with the Company as a Director would be of a great advantage. Therefore, Board of Directors has recommended her appointment for your approval.

The Company has received declaration from her that she meets the criteria of independence as prescribed under Section 149(6) of the Act. Smt. Neha R. Gada has confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given her consent to act as a Director.

In terms of Sections 149, 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by Director that she meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that she fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

Copy of letter for appointment proposed to be issued to Smt. Neha R. Gada as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days between 11:00 am to 1:00 pm up to the date of the Annual General Meeting.

Your Directors recommend the resolution at Item No. 3 for your approval as an Ordinary Resolution.

None of the Directors other than Smt. Neha R. Gada, and Company Secretary of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rules 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board has appointed GMVP & Associates LLP, Cost Accountant, as Cost Auditor for the conduct of the audit of the cost accounting records of the Company, at remuneration of Rs. 51000/- as decided by the Board for the financial year ending March 31, 2024.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence, this resolution is put for the consideration of the shareholders.

Your Directors recommend the resolution at Item No. 4 for your approval as an Ordinary Resolution.

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

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By Order of the Board

Rushikesh Deole
Company Secretary
ICSI M.No: F12932

Place: Mumbai

Date: July 24, 2024

Annexure-A

Brief Resume of Directors seeking Appointment/Re-appointment is as under:-

Particulars	Shri Harshit M. Savla (DIN: 00005340)
Date of birth and age	November 19, 1962 (61 years)
Date of Appointment	November 14, 2014
Qualifications	B.com
Terms and Conditions of Appointment	He shall be re-appointed as non-executive director of the Company
Experience and expertise in specific functional areas	He is a Commerce Graduate having more than 33 years of experience in Finance, Export and Administration. He played crucial role in expanding the export market for the products of the Company
Directorships held in other Public Companies	-Aarti Drugs Limited -Aarti Speciality Chemicals Limited
Memberships/Chairman ships of committees across other Public companies	Aarti Drugs Limited – Stakeholders Relationship Committee-Member Risk Management Committee-Member
Number of shares held in the Company	1 Share as a nominee of Holding Company , Aarti Drugs Limited
Relationship with other Directors	Shri Harshit M. Savla is a father of Managing Director, Shri Vishwa Savla
No. of Board Meetings attended	5

Particulars	Smt. Neha R.Gada (DIN: 01642373)
Date of birth and age	March 22, 1976 (48 yrs.)
Date of Appointment	July 1, 2024
Qualifications	Chartered Accountant, Insolvency Professional
Terms and Conditions of Appointment	Reappointment as an Independent Director for a second term of 3 years with effect from May 9, 2025
Experience and expertise in specific functional areas	Smt. Neha R. Gada is a Chartered Accountant and Insolvency Professional. She has an experience of over 20 years in compliance pertaining to Securities Laws. She is a founder of N R Gada and Associates, Chartered Accountants. She also serves as an Independent Director of various listed Companies
Directorships held in other Public Companies	Sejal Glass Limited Asian Star Company Limited Tamboli Industries Limited MSE Enterprises Limited Gala Precision Engineering Limited Motilal Oswal Home Finance Limited Dhhanish Advisors Private Limited JITO Mumbai Midtown Chapter Foundation
Memberships/Chairmanships of committees across other Public companies	Sejal Glass Ltd Audit Committee- Member, Nomination and Remuneration Committee- Chairperson, Stakeholders Relationship Committee- Member. Tamboli Industries Limited Audit Committee- Chairperson, Stakeholders Relationship Committee- Member, Nomination and Remuneration Committee- Chairperson, Risk Management Committee- Member. Gala Precision Engineering Limited Audit Committee- Member, Stakeholders Relationship Committee- Member, Initial Public Offering Committee- Member. Motilal Oswal Home Finance Limited Audit Committee- Member, Nomination and Remuneration Committee- Member. MSE Enterprises Limited Audit Committee- Chairperson, Nomination and Remuneration Committee- Member Aarti Drugs Limited Audit Committee- Member, Nomination and Remuneration Committee- Chairperson.

Number of shares held in the Company	Nil
Relationship with other Directors	Nil
No. of Board Meetings attended	N.A.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Knowledge and experience of Finance and Governance were identified. Considering the educational background and rich experience, Smt. Neha R. Gada met such requirements.