



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:** investorrelations@aartidrugs.com

Ph: +91-22 24019025 | **Fax:** 022-24073462

NOTICE

NOTICE is hereby given that **20th ANNUAL GENERAL MEETING** of the members of **PINNACLE LIFE SCIENCE PRIVATE LIMITED** will be held on **Wednesday, the 3rd day of August, 2022 at 10:00 AM** at Corporate Office of the Company at 3rd Floor, Mahendra Industrial Estate, Plot No. 109-D, Road No. 29, Sion (East), Mumbai 400 022 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, 2022, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Adhish P. Patil (DIN: 02629496), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. 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 149, 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), Shri Navin C. Shah (DIN: 01415556) 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. April 1, 2022 upto the date of his tenure as Independent Director in holding Company, Aarti Drugs Limited i.e. March 31, 2024.

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

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, 2022, be and is hereby ratified and confirmed.”

Registered Office:

Near Telephone Exchange,
Manpura, Baddi – 173 205

By Order of the Board

Rushikesh Deole
Company Secretary
ICSI M.No: A54527

Place: Mumbai

Date: May 6, 2022

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. 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
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 3 to 5 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/ Variation of terms of remuneration is set out in the Explanatory Statement to this Notice.
4. 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.
5. 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 a.m. to 1.00 p.m. up to the date of the AGM. For obtaining these copies through electronic means Members may write to the Company Secretary by sending an email to rushikesh.deole@aartidrugs.com till the date of the AGM.
6. Queries on accounts may please be sent to the Company 5 (Five) days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
7. A route map showing directions to reach venue of the Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on General Meetings issued by Institute of Company Secretaries of India.

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

ITEM NO.3

Shri Navin C. Shah holds a Bachelor's Degree in Commerce and is a Chartered Accountant. He is a practicing Chartered Accountant with more than 37 years of experience in the field of Income Tax related matters. He has expertise in Goods and Service Tax (GST).

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 Shri Navin C. Shah (DIN: 01415556) as an Additional Director, in the category of Independent Director, of the Company with effect from April 1, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Navin C. Shah holds office of Director upto the date of this Annual General Meeting.

Shri Navin C. Shah also serves as Independent Director at Holding Company, Aarti Drugs Limited. Considering the extensive knowledge and experience as well as his educational background, appointment of Shri Navin C. Shah as an Independent Director is in the interest of the Company. His continued association with the Company as a Director would be of a great advantage. Therefore Board of Directors has recommended his appointment for your approval.

The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Act. Shri Navin C. Shah has confirmed that he 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 his 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 he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

The Company has also received notice under Section 160 of the Act from a shareholder proposing candidature of Shri Navin C. Shah for the office of a Director of the Company.

Copy of letter for appointment proposed to be issued to Shri Navin C. Shah 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 proposal for your approval as an Ordinary Resolution.

None of the Directors other than Shri Navin C. Shah, and Key Managerial Personnel 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, 2021.

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. 5 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: A54527

Place: Mumbai
Date: May 6, 2022

Annexure-A

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

Particulars	Shri Navin C. Shah (DIN: 01415556)
Date of birth and age	February 22, 1961 (61 yrs.)
Date of Appointment	April 1, 2022
Qualifications	B.com, CA
Experience and expertise in specific functional areas	He is a practicing Chartered Accountant with more than 37 years of experience in the field of Income Tax related matters. He has expertise in Goods and Service Tax (GST).
Directorships held in other Public Companies	Aarti Drugs Limited
Memberships/Chairmanships of committees across other Public companies	<u>Aarti Drugs Limited</u> <ul style="list-style-type: none"> - Audit Committee – Chairman - Nomination and Remuneration Committee-Chairman - Stakeholder Relationship Committee-Member - Corporate Social Responsibility Committee Chairman
Number of shares held in the Company	Nil
Relationship with other Directors	Nil
No. of Board Meetings attended	N.A.