



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

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

NOTICE

NOTICE is hereby given that **21st ANNUAL GENERAL MEETING** of the members of **PINNACLE LIFE SCIENCE PRIVATE LIMITED** will be held on **Monday, the 25th day of September, 2023 at 10:00 AM** 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, 2023, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Harit P. Shah (DIN: 00005501), 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:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and subject to other applicable provisions of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, Shri Parth Samir Shah (DIN: 08655744), who was appointed as an Additional Director in the category of Executive Director of the Company with effect from July 19, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to provisions of sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read

with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, approval of the Company be and is hereby accorded to the appointment of Shri Parth Samir Shah (DIN: 08655744), as an Executive Director of the Company effective from July 19, 2023, upon terms and conditions including remuneration payable to him as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Shri Parth Samir Shah.

RESOLVED FURTHER THAT Shri Parth Samir Shah, Executive Director be entrusted with such powers to perform such duties as may from time to time be delegated / entrusted to him subject to the supervision, direction and control of the Board.

RESOLVED FURTHER THAT the existing Executive Directors & Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

5. 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, 2024, 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: July 19, 2023

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.
5. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars.
6. 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 is set out in the Explanatory Statement to this Notice.
7. 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.
8. 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
9. 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.
10. 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.

Registered Office:
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By Order of the Board

Rushikesh Deole
Company Secretary
ICSI M.No: A54527

Place: Mumbai
Date: July 29, 2023

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

ITEM NO.3 AND 4

Shri Parth Samir Shah was appointed as an Additional Director (in the category of Executive Director) of the Company with effect from July 19, 2023. Pursuant to the Section 161(1) of the Companies Act, 2013, he holds office as such up to the date of this ensuing Annual General Meeting.

Shri Parth Samir Shah is Commerce Graduate and has experience of around 4 years in the International Business Development. He is associated with the Company from July 2019 as an Asst. Manager. He has played a crucial role in expanding the export business of the Company in Chile.

Shri Parth Samir Shah is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Brief resume of Shri Parth Samir Shah is given in the notice convening the AGM. The Board is of the view that his appointment as an Executive Director is desirable and would be beneficial to the Company.

Further, pursuant to provision of section 197 read with provisions of Secretarial Standards – 2, the key terms of appointment are provided hereunder:

- 1. Date of appointment:** July 19, 2023
- 2. Tenure:** He shall be liable to retire by rotation and will be reappointed subject to approval of the shareholders.
- 3. Remuneration:** effective from July 19, 2023 up to Rs. 20 Lakhs per annum as may be decided by the Board of Directors.
- 4. Other perquisites and benefits:** As per Company's policy.
5. He shall not be paid any sitting fees for attending the Meetings of the Board of Directors.
6. The Company shall pay to him remuneration by way of salary and perquisites as specified above, notwithstanding the inadequacy of profits or no profits in any financial year during the tenure of office.
7. The terms and conditions of the said appointment and/or remuneration may be altered and varied from time to time, by the Board of Directors.

Your Directors recommend the resolution at Item No. 3 and 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.

ITEM NO. 5

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. 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.

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: July 19, 2023

Annexure-A

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

Particulars	Shri Harit P. Shah (DIN:00005340)
Date of birth and age	October 12, 1963 (59 years)
Date of Appointment on the Board	November 27, 2019
Qualifications	Commerce Graduate
Experience and expertise in specific functional areas	He is a Commerce Graduate and has experience of more than 39 years in the handling commercial functions encompassing Sales, Purchases and Exports. He looks after local sales and exports as well. He has in-depth knowledge of the Pharmaceutical industry.
Directorships held in other Companies	Pinnacle Life Science Private Limited Aarti Speciality Chemicals Limited Spark Pharmachem Private Limited Aarti Ventures Private Limited Unidus Developers & Logistics Private Limited Aarti Vikas and Seva Mission Panbai Welfare Foundation Radiant Entertainments Private Limited
Memberships/Chairmanships of committees across other companies	Member in Stakeholder Relationship Committee of Aarti Drugs Limited
Number of shares held in the Company	-
Relationship with other Directors, Manager and Key Managerial Personnel	None
No. of Board Meetings attended	5

Particulars	Shri Parth Samir Shah (DIN: 08655744)
Date of birth and age	May 19,1997 (26 years)
Date of Appointment on the Board	July 19,2023
Qualifications	Commerce Graduate
Experience and expertise in specific functional areas	He has experience of around 4 years in the International Business Development. He is associated with the Company from July 2019 as an Asst. Manager. He has played a crucial role in expanding the export business of the Company in Chile
Directorships held in other Companies	SPE Process Pumps Private Limited
Memberships/Chairmans hips of committees across other companies	-
Number of shares held in the Company	-
Relationship with other Directors, Manager and Key Managerial Personnel	-
No. of Board Meetings attended	-