

**PI Health Sciences Limited**

CIN: U24290RJ2021PLC076803

Regd. Office: Udaisagar Road, Udaipur -313001 (Rajasthan)

**EGM SHORTER NOTICE**

**Shorter Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the members of PI Health Sciences Limited, ('the Company') will be held on Wednesday, April 05, 2023, at 12.30 PM (IST) at Vipul Square, B-Block, Sushant Lok Phase-I, Gurgaon – 122 009, Haryana to transact the following special businesses:**

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**1. Making investments, giving loans, guarantees and securities in excess of the limit specified under Section 186 of the Companies Act, 2013**

To consider and give assent or dissent to the following **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.20,00,00,00,000 (Rupees Two Thousand Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** Mr. Anil Kumar Jain, Managing Director, Mr. Mayank Singhal and Mr. Rajnish Sarna, Directors of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board of Directors  
For PI Health Sciences Limited**

Sd/-

**Anil Kumar Jain  
Managing Director  
DIN: 09707763**

Dated: April 05, 2023

Place: Mumbai

**Notes:**

1. In case of the companies, authorised representative would be entitled to attend the meeting who is duly authorised by Board of Directors as provided under Section 113 of the Companies Act, 2013.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** An instrument appointing a proxy to be effective must be lodged at the registered office of the Company at least 48 hours before the commencement of the meeting. A blank form MGT-11 is attached herewith along with route map for EGM venue.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is appended to the Notice.

**Annexure to the Notice****Explanatory Statement under Section 102 of the Companies Act, 2013****Item No. 1**

The Company needs to invest its funds for purchase of certain assets and evaluating inorganic growth opportunities in near future.

In terms of section 186(2) of the Companies Act, 2013, the Board of Directors of a Company shall not, except with the consent of shareholders by Special Resolution give any loans, any guarantees or provide security in connection with a loan to any other body corporate or person; or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Accordingly, under Section 186(2) of the Companies Act, 2013, it is necessary to obtain approval of the shareholders by means of Special Resolution(s) to enable the Board of Directors of the Company to invest money by way of subscription, purchase or otherwise, the securities of any other body corporate, provided that the total amount so invested by the Board shall not to exceed to an aggregate sum of Rs. 2000 crore. Hence the resolution.

In view of this, the Board of Directors recommends resolution as set out in Item no. 1 for approval of the members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

**By Order of the Board of Directors  
For PI Health Sciences Limited**

Sd/-  
**Anil Kumar Jain**  
**Managing Director**  
**DIN: 09707763**

Dated: April 05, 2023

Place: Mumbai

**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]

CIN	U24290RJ2021PLC076803
Name of the Company	PI HEALTH SCIENCES LIMITED
Registered Office	Udaisagar Road, Udaipur, Rajasthan - 313001

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID	DP ID:

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named company, hereby appoint

- Name: .....
- Address: .....
- E-mail Id: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the **April 05, 2023 at 12.30 PM (IST)**, at 5<sup>th</sup> Floor, Vipul Square, B-Block, Sushant Lok, Phase-1, Gurugram-122009, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
<b>Special Business:</b>	
1.	<b>Making investments, giving loans, guarantees and securities in excess of the limit specified under Section 186 of the Companies Act, 2013</b>

Signed this ..... day of ..... 2022.  
Signature of Shareholder.....



Signature of Proxy holder(s) .....

**NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETNG**

**ATTENDANCE SLIP**  
(To be presented at the entrance)

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand over the same, duly signed at the space provided, at the entrance of the meeting hall.

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company at 5<sup>th</sup> Floor, Vipul Square, B-Block, Sushant Lok, Phase-1, Gurugram-122009, Haryana on April 05, 2023, at 12.30 PM (IST).

Folio No. ....

.....  
.....  
Name of the Shareholder

Signature

.....  
.....  
Name of the Proxy holder

Signature

ROUTE MAP

