

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 Thursday, July 06, 2023, at 02.00 PM (IST) at Vipul Square, B-Block, Sushant Lok Phase-I, Gurgaon, Haryana – 122009 to transact the following special businesses:

- 1. Approval of Scheme of amalgamation of Solis Pharmachem Private Limited and Therachem Research Medilab (India) Private Limited with PI Health Sciences Limited and their respective shareholders and creditors.**

To consider and if thought fit, to pass with or without modification(s), the following resolution by the members holding at least ninety percent (90%) of the total number of shares:

“RESOLVED THAT pursuant to the provisions of Section 233 read with other provisions of the Companies Act, 2013, Rule 25 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 and other provisions of the said rules as application, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of Regional Director, North Western Region at Ahmedabad, Ministry of Corporate Affairs or such other competent authority, as may be applicable, the proposed Scheme of Amalgamation of Solis Pharmachem Private Limited (**'Transferor Company 1'**) and Therachem Research Medilab (India) Private Limited (**'Transferor Company 2'**) with PI Health Sciences Limited (**'Transferee Company'** or **'Company'**) and their respective shareholders and creditors be and is hereby approved.

“RESOLVED FURTHER THAT the closing business hours of June 2, 2023, or such other date as may be fixed or approved by the Regional Director, North Western Region at Ahmedabad, as the appointed date of amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company under the Scheme (**"Appointed Date"**) be and is hereby approved.

“RESOLVED FURTHER THAT it is be and hereby approved that, upon the Scheme becoming effective, the entire share capital of the Transferor Company 1 and Transferor Company 2 held by the Transferee Company whether in physical form or in dematerialised form shall stand cancelled without any necessity of them being surrendered without any further application, acts or deeds and there would be no consideration, either in the form of shares or otherwise, to be paid to the shareholders of the Transferor Company 1 and Transferor Company 2 by the Company.

PI Health Sciences Ltd.

Corporate office: Unit no. 3A, 1st Floor, Wing A, CTS no. 1483 D, IA Project Road, Next to JW Marriott Hotel, Sahar, Village Marol, Taluka Andheri (East), Mumbai 400099, Maharashtra, India. Tel.: +91-022-62665600

Regd. Off.: Post Box No. 20, Udaisagar Road, Udaipur – 313001, Rajasthan, India. Tel.: +91-294-2491451-5, 6651100, Fax: +91-294-2491946

Email: info@piind.com, www.pihealthsciences.com, CIN: U24290RJ2021PLC076803

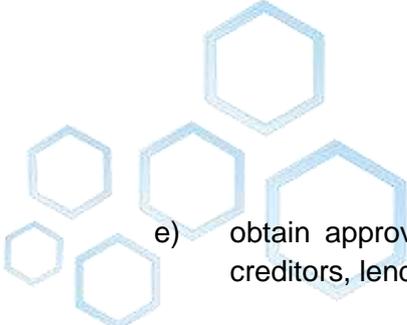
“RESOLVED FURTHER THAT upon the Scheme becoming effective and pursuant to the provisions of sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the Memorandum of Association of the Transferor Company 1, Transferor Company 2 and the Transferee Company, the authorized share capital of Transferee Company shall stand increased and reclassified as under:

Authorised Share Capital	Amount (Rs)
<u>Existing authorised share capital of Transferee Company</u>	
60,00,00,000 equity shares of Rs 10/- each	6,00,00,00,000
<u>Add: Authorised share capital of Transferor Company 1</u>	
2,50,00,000 equity shares of Rs 10/- each	25,00,00,000
<u>Add: Authorised share capital of Transferor Company 2</u>	
55,000 equity shares of Rs 100/- each	55,00,000
<u>Combined & reclassified authorised share capital of Transferee Company</u>	
62,55,50,000 equity shares of Rs 10/- each	6,25,55,00,000

“RESOLVED FURTHER THAT all necessary actions be initiated for obtaining the requisite approval / no objection certificate / consent / sanction / permission (as applicable) of the members and creditors, the Regional Director, North Western Region at Ahmedabad, Ministry of Corporate Affairs and other persons, if any, whose approval / no objection certificate/ consent / sanction / permission / exemption is required under the applicable laws for the Scheme.

“RESOLVED FURTHER THAT any one of the Directors or Mr. Anil Kalya, Finance Controller, Mr. Vivek Mhashelkar, Business Controller of the Company and Mr. Girish Kulai, Special Projects, PI Industries Limited, along with any one Director, be and are hereby authorized to take all the necessary steps to:

- a) finalize and settle the draft Scheme and such documents and declarations as may be required in this regard;
- b) file applications and requisite responses with the Regional Director, North Western Region at Ahmedabad or such other appropriate authority, as may be required, seeking directions as to convening / dispensing with the meeting of the shareholders / creditors of the Company;
- c) file petitions in Form CAA-11 for sanction of Scheme;
- d) file affidavits, deeds, petitions, pleadings, applications, declarations, announcements, or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnamas wherever necessary, and sign and notices;

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- e) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as the case may be considered necessary, to the said Scheme;
 - f) approve withdrawal (and where applicable, refiling) of the Scheme and / or make any alterations / changes to the Scheme at any stage and as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Registrar of Companies, Official Liquidator, Regional Director, North Western Region at Ahmedabad or any other appropriate authority;
 - g) sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
 - h) settle any question or difficulty that may arise with regard to the implementation of the above Scheme, or in regard to and of the meaning or interpretation of the Scheme or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law) and to give effect to the above resolution;
 - i) to authenticate and register any document, agreement, instrument, proceeding and record of the Company;
 - j) to make, prepare, sign, affirm, execute and file all agreements, contracts, deeds and such other documents on behalf of the Company, jointly or severally with the Transferor Company 1 and / or the Transferor Company 2, in relation to transfer of assets and properties (movable or immovable) of the Transferor Company 1 and / or the Transferor Company 2 to the Company upon the Scheme becoming effective with effect from Appointed Date;
 - k) to file the copy of the order of the Regional Director, North Western Region at Ahmedabad sanctioning the Scheme with the Registrar of Companies and such authorities as may be required under the applicable laws;
 - l) to incur such expenses as may be necessary with regard to the Scheme, including payment of fees to counsels, advocates, solicitors, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them; and
 - m) do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

“RESOLVED FURTHER THAT CS Vinit Nagar, Proprietor of M/s. Vinit Nagar & Co., Company Secretaries, Ahmedabad, be and is hereby authorized to do the following acts and deeds for and on behalf of the Company:

- i. to file the Scheme with Regional Director, North Western Region at Ahmedabad and to appear, represent and plead before Registrar of Companies, Official Liquidator,

Regional Director, North Western Region at Ahmedabad under Section 233 of the Companies Act, 2013 for the above purpose;

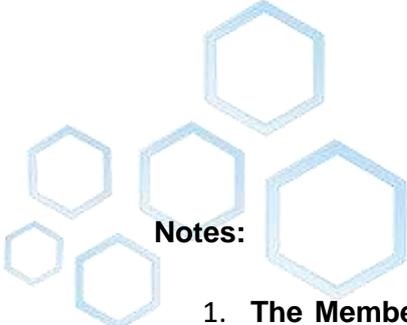
- ii. to conduct and defend all proceedings that may be taken in respect of any application with reference to the above said application; and
- iii. to correspond, appear, to receive the orders and correspondences from and file responses with Regional Director, North Western Region at Ahmedabad under Section 233 of the Act, Registrar of Companies, Official Liquidator and other governmental authorities and do such ancillary acts as may be required to complete the proceedings and to take all such steps that may be required to give effect to this resolution.

“AND RESOLVED FURTHER THAT the copies of the foregoing resolution certified to be true copies by anyone of the abovementioned authorized persons be furnished to all concerned authorities as may be necessary and they be requested to act thereon.”

**On behalf of the Board of Directors
For PI Health Sciences Limited**

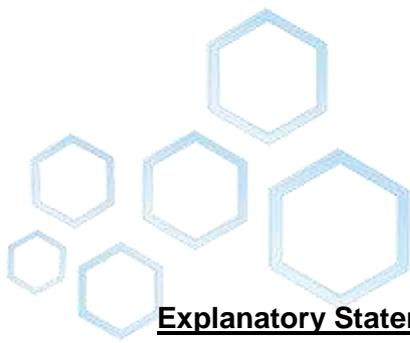
Dated: July 05, 2023
Place: Mumbai

Anil Kumar Jain
Managing Director
DIN: 09707763



Notes:

1. **The Member entitled to attend and vote at the Extraordinary General Meeting (the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll instead of him 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.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the Meeting.
5. 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.
6. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is appended to the Notice.
7. The relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.



Annexure to the Notice

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 1

1. PI Health Sciences Limited ('**Transferee Company**' or '**Company**'), Solis Pharmachem Private Limited ('**Transferor Company 1**') and Therachem Research Medilab (India) Private Limited ('**Transferor Company 2**') intends to file an application with the Hon'ble, Regional Director, North Western Region at Ahmedabad, Ministry of Corporate Affairs for seeking approval of the Scheme under the fast-track merger route in accordance with section 233 of the Companies Act 2013.
2. Pursuant to Section 233 of the Companies Act 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Company have duly submitted the proposed Scheme with the office of Registrar of Companies, Jaipur and the office of Official Liquidator, High Court of Rajasthan and the objections or suggestions received from the said authorities have been duly considered and incorporated in the draft Scheme attached to this Notice for your approval.
3. The scheme was approved by the board of directors of the Transferor Company 1, Transferor Company 2 and Transferee Company on June 21, 2023.
4. The Company has scheduled the Extraordinary General Meeting of the Members for seeking their approval to the proposed scheme of amalgamation and the approval / consent of creditors are being taken in writing as provided under Section 233(1) (d) of the Companies Act, 2013.
5. The Scheme of Amalgamation *inter alia* provides for amalgamation of Transferor Company 1 and Transferor Company 2 on a going concern basis with the Company.
6. Details as per Rule 6(3) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

Sl. No.	Particulars	Details
(i)	Details of the order of the Tribunal directing the calling, convening and conducting of the meeting	
(a)	Date of the Order	Not applicable
(b)	Date, time and venue of the meeting	Not applicable
(ii)	Details of the company including:	
(a)	Corporate Identification Number	U24290RJ2021PLC076803
(b)	Permanent Account Number	AAMCP2623D

Sl. No.	Particulars	Details														
(c)	Name of the company	PI Health Sciences Limited														
(d)	Date of incorporation	September 3, 2021														
(e)	Type of the company (whether public or private or one-person company)	Public company														
(f)	Registered office address and e-mail address	Udaisagar Road, Udaipur - 313001, Rajasthan, India Email Id: secretarial@pihealthsciences.com														
(g)	Summary of main object as per the memorandum of association; and main business carried on by the company	The Company is engaged in providing comprehensive Research & Development, Contract Manufacturing and manufacturing of Active Pharmaceutical Ingredients (API).														
(h)	Details of change of name, registered office and objects of the company during the last five years	Not applicable														
(i)	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable														
(j)	Details of the capital structure of the company including authorised, issued, subscribed and paid-up share capital	<p>The authorized, issued, subscribed and paid-up share capital of the Company as on June 2, 2023, is as under:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount in Rs</th> </tr> </thead> <tbody> <tr> <td>Authorised Share Capital</td> <td></td> </tr> <tr> <td>60,00,00,000 equity shares of Rs. 10/- each</td> <td>6,00,00,00,000</td> </tr> <tr> <td>Total</td> <td>6,00,00,00,000</td> </tr> <tr> <td>Issued, Subscribed and Paid-Up Share Capital</td> <td></td> </tr> <tr> <td>44,09,99,946 equity shares of Rs. 10/- each, fully paid up</td> <td>4,40,99,99,460</td> </tr> <tr> <td>Total</td> <td>4,40,99,99,460</td> </tr> </tbody> </table>	Particulars	Amount in Rs	Authorised Share Capital		60,00,00,000 equity shares of Rs. 10/- each	6,00,00,00,000	Total	6,00,00,00,000	Issued, Subscribed and Paid-Up Share Capital		44,09,99,946 equity shares of Rs. 10/- each, fully paid up	4,40,99,99,460	Total	4,40,99,99,460
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Email: info@piind.com, www.pihealthsciences.com, CIN: U24290RJ2021PLC076803

Sl. No.	Particulars	Details																
(k)	Names of the promoters and directors along with their addresses.	<p>The details of the promoters and directors of the company along with their addresses are mentioned herein below:</p> <table border="1"> <thead> <tr> <th>Name of the promoter</th> <th>Address</th> </tr> </thead> <tbody> <tr> <td>PI Industries Limited</td> <td>Udaisagar Road, Udaipur - 313001, Rajasthan, India</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Name of the director</th> <th>Designation</th> <th>Address</th> </tr> </thead> <tbody> <tr> <td>Anil Kumar Jain DIN: 09707763</td> <td>Managing Director</td> <td>B-187, Ansal Town ship, Village Talawali Chanda, Tehsil Indore-452012, Madhya Pradesh</td> </tr> <tr> <td>Mayank Singhal DIN: 00006651</td> <td>Director</td> <td>Singhal Farm House, Near Airforce Station, Rajokri, New Delhi-110 038</td> </tr> <tr> <td>Narayan Keelveedhi Seshadri DIN: 00053563</td> <td>Director</td> <td>Flat No.51, 2nd Floor, Block No.4, Hill Park Co-Op. Hsg. Society Ltd., A.G. Bell Marg, Malabar Hill, Mumbai – 400 006</td> </tr> </tbody> </table>	Name of the promoter	Address	PI Industries Limited	Udaisagar Road, Udaipur - 313001, Rajasthan, India	Name of the director	Designation	Address	Anil Kumar Jain DIN: 09707763	Managing Director	B-187, Ansal Town ship, Village Talawali Chanda, Tehsil Indore-452012, Madhya Pradesh	Mayank Singhal DIN: 00006651	Director	Singhal Farm House, Near Airforce Station, Rajokri, New Delhi-110 038	Narayan Keelveedhi Seshadri DIN: 00053563	Director	Flat No.51, 2 nd Floor, Block No.4, Hill Park Co-Op. Hsg. Society Ltd., A.G. Bell Marg, Malabar Hill, Mumbai – 400 006
Name of the promoter	Address																	
PI Industries Limited	Udaisagar Road, Udaipur - 313001, Rajasthan, India																	
Name of the director	Designation	Address																
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Narayan Keelveedhi Seshadri DIN: 00053563	Director	Flat No.51, 2 nd Floor, Block No.4, Hill Park Co-Op. Hsg. Society Ltd., A.G. Bell Marg, Malabar Hill, Mumbai – 400 006																

Sl. No.	Particulars		Details		
			Tanjore Soundararajan Balganesb DIN: 00648534	Director	No.3, 1st Cross, AECS Layout, 2nd Stage, Behind ISRO Head Quarters, Sanjaynagar, Bangalore – 560094
			Rajnish Sarna DIN: 06429468	Director	7A, Belgravia Tower - C, Central Park II, Sector - 48, Gurgaon - 122 018 Haryana
(iii)		If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies	The Transferor Company 1 and Transferor Company 2 (‘Transferor Companies’) are the wholly owned subsidiaries of the Company.		
(iv)		The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution	The board of directors of the Company at its board meeting held on June 21, 2023 approved the Scheme. Details of Directors of the Company who voted in favor / against / did not participate on resolution passed at the meeting of the board of directors of the Company are given below:		

Sl. No.	Particulars		Details	
			Name of the Director	Voted in favour / Against / Did not participate
			Anil Kumar Jain	Voted in favour
			Mayank Singhal	Voted in favour
			Narayan Keelveedhi Seshadri	Voted in favour
			Tanjore Soundararajan Balganes	Voted in favour
			Rajnish Sarna	Voted in favour
(v) Explanatory statement disclosing details of the scheme of compromise or arrangement including:				
	(a)	Parties involved in such compromise or arrangement	List of the companies / parties involved in the Scheme: 1. Solis Pharmachem Private Limited 2. Therachem Research Medilab (India) Private Limited 3. PI Health Sciences Limited	
	(b)	In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	The material provisions of the proposed Scheme are detailed hereunder: 1. Appointed Date: means the closing business hours of June 2, 2023 or such other date as may be fixed or approved by the Regional Director as the case may be <i>subject to provisions of section 232(6) of the Act</i> 2. Effective Date means the last of the dates on which the certified true copy of the <i>Confirmation Order(s)</i> of the Regional Director, sanctioning the Scheme, is filed with the Registrar of Companies. 3. Consideration: The Transferor Companies are wholly owned subsidiaries of the Transferee Company, and <i>their</i> entire share capital is held by the Transferee Company and its nominees. Accordingly, upon the Scheme becoming effective, the entire share capital of the Transferor Companies, whether in physical form or in the dematerialized form shall stand cancelled and be of no effect without any necessity of	

Sl. No.	Particulars	Details
		<p>them being surrendered without any further application, acts or deeds <i>and</i> there would be no consideration, either in the form of shares or otherwise, to be paid to the shareholders of the Transferor Companies. The authorized share capital of the Transferor Companies shall be transferred and vested with the Transferee Company in terms of the provisions of the Act after the approval of the Scheme.</p>
(c)	<p>Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;</p>	<p>Not applicable</p>
(d)	<p>Details of capital or debt restructuring, if any;</p>	<p>The Scheme does not involve any capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable.</p>
(e)	<p>Rationale for the compromise or arrangement;</p>	<p>1. The Transferee Company has recently acquired the entire stake of Transferor Companies on June 2, 2023. Accordingly, the Transferor Companies are wholly owned subsidiary of the Transferee Company and they now form part of the same business group and are engaged in the same business of research, development and manufacturing of chemical compounds which are used in the manufacturing of active pharmaceutical products and other pharmaceutical products. The Transferee Company is the flag-ship company operating the pharma business of group. It is proposed to amalgamate the Transferor Companies with the Transferee Company to consolidate the</p>
(f)	<p>Benefits of the compromise or arrangement as perceived by the board of directors to the company, members, creditors and others (as applicable);</p>	

Sl. No.	Particulars	Details
		<p>India pharma business of the group into the Transferee Company in order to effectively manage the multiple entities as a single entity.</p> <p>2. The amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multilayer structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operation would be substantially cost efficient. This scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.</p> <p>3. The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focus base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Companies and Transferee Company.</p>

Sl. No.	Particulars		Details
			<p>4. The synergy created by Scheme would increase operational efficiency and integrate business functions.</p> <p>5. The proposed Scheme will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the assets base, revenues, and geographical reach.</p> <p>6. The amalgamation is expected to yield the following additional benefits:</p> <ul style="list-style-type: none"> i) assist in rationalizing the corporate structure and reduction of shareholding tiers; ii) simplify decision making, reduce duplication of administrative responsibilities and regulatory compliances; and iii) result in saving of administration and other costs associated with managing separate entities. <p>7. The Scheme is in the best interest of the shareholders, creditors, employees and all other stakeholders.</p>
	(g)	Amount due to secured / unsecured creditors.	As on June 2, 2023, the Company does not have any secured creditors. Further, as on June 2, 2023, the Company has 45 (Forty-five) unsecured creditors in numbers and Rs3,81,56,45,949/- (Three hundred eighty one crore fifty six lakhs forty five thousand nine hundred and forty nine) in value.
(vi)	Disclosure about the effect of the compromise or arrangement on:		
	(a)	Employees and Key managerial personnel	Under Clause 6 of the Scheme, on the Scheme coming into effect, all staff, workmen and employees of the Transferor Companies in service on the Effective Date shall be deemed to have become staff, workmen and Employees of the Transferee Company with effect from the Appointed Date, without any break or interruption in their service and on the basis of continuity of service, and the terms and

Sl. No.	Particulars	Details
		conditions of their employment with the Transferee Company (i.e., cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Companies on the Effective Date.
(b)	Directors	Under Clause 13 of the Scheme, the Transferor Companies shall stand dissolved without being wound up, and consequently the Board of Directors, including any committee thereof, of the Transferor Companies shall without any further act, instrument or deed stand dissolved.
(c)	Promoters	As provided under Clause 11 of the Scheme, the Transferor Companies are wholly owned subsidiaries of the Transferee Company, and their entire share capital is held by the Transferee Company and its nominees. Accordingly, upon the Scheme becoming effective, the entire share capital of the Transferor Companies, whether in physical form or in the dematerialized form shall stand cancelled and be of no effect without any necessity of them being surrendered without any further application, acts or deeds and there would be no consideration, either in the form of shares or otherwise, to be paid to the shareholders of the Transferor Companies. The authorized share capital of the Transferor Companies shall be transferred and vested with the Transferee Company in terms of the provisions of the Act after the approval of the Scheme.
(d)	Non-promoter members	
(e)	Depositors	Not applicable
(f)	Creditors	Under clause 4.1 of the Scheme, the entire business and undertaking of the Transferor Companies including (amongst other items) all the debts, liabilities, creditors, etc., of the Transferor Companies of every description shall under the provisions of section 233 of the Act and other relevant provisions of the Act to the extent applicable and pursuant to the confirmation order(s) of the Regional Director or other Appropriate Authority, if any, sanctioning

Sl. No.	Particulars	Details
		this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and / or deemed to be transferred to and vested in the Transferee Company, so as to become the debts, liabilities, creditors, of the Company.
	(g) Debenture holders;	Not applicable. As on date, the Transferee Company does not have any outstanding debentures and therefore the effect of the Scheme on any such debenture holders and debenture trustees does not arise.
	(h) Deposit trustee and debenture trustee;	
(vii)	Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.	Please refer to point (vi) above for the effect of the Scheme on material interests of Directors, Key Managerial Personnel and Debenture Trustee.
(viii)	Investigation or proceedings, if any, pending against the company under the Act.	There is no winding up proceedings admitted against the Transferee Company as of date. No investigation proceedings are pending under the provisions of the Companies Act.
(ix)	<p>Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:</p> <ul style="list-style-type: none"> (a) Copy of the memorandum of association and articles of association of the Company; (b) Copy of the audited financial statement of the Company as on March 31, 2022 (including the directors' report and the auditors' report); (c) Copy of the audited financial statement of the Company as on March 31, 2023 (including the auditors' report); (d) Copy of the unaudited financial statement of the Company as on June 2, 2023; (e) Copy of the Scheme; (f) Contracts or agreements material to the Scheme; (g) The certificate issued by auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013; and (h) Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the Scheme. <p><u>The relevant documents, to the extent applicable, are available at the registered office of the Company.</u></p>	

Sl. No.	Particulars	Details
(x)	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.	Not Applicable
(xi)	A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.	A person entitled to vote at the meeting, can vote either in person or by proxies, where applicable, or through electronic means.

Pursuant to Section 233(1)(b), the Scheme in relation to the said amalgamation would be placed before the meeting for the consideration and approval by the shareholders of the Company.

The board, therefore, submits the resolution for your consideration and recommends it to be passed by members holding at least ninety percent (90%) of total number of shares of the Company.

Further, for the purpose of said Scheme, the notice of the meeting is accompanied by the following documents:

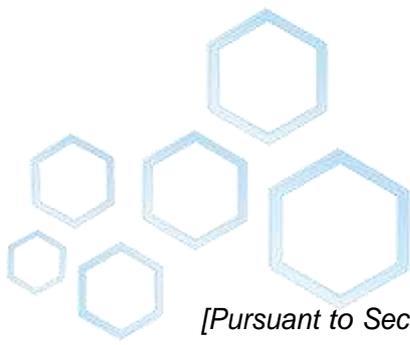
1. The declaration of solvency made in pursuance of clause (c) of Sub-section (1) of Section 233 of the Companies Act, 2013 in Form No CAA.10;
2. A copy of the Scheme.

None of the directors, manager, key managerial personnel of the Company, and any relatives of such director, manager, key managerial personnel are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company.

**On behalf of the Board of Directors
For PI Health Sciences Limited**

Dated: July 05, 2023
Place: Mumbai

Anil Kumar Jain
Managing Director
DIN: 09707763



**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 **July 6, 2023 at 2:00 PM (IST)**, at 5th Floor, Vipul Square, B-Block, Sushant Lok, Phase-1, Gurugram, Haryana -122009, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	Description
Special Business:	
1.	Scheme of amalgamation of Solis Pharmachem Private Limited and Therachem Research Medilab (India) Private Limited with PI Health Sciences Limited and their respective shareholders and creditors.

Signed this day of 2023

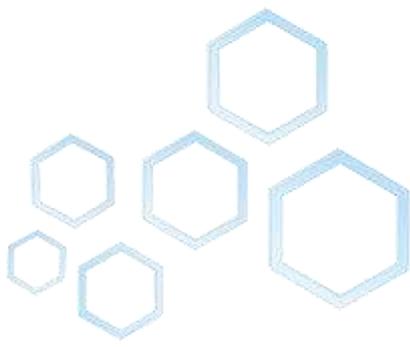
Signature of Shareholder

Signature of Proxy holder

Affix
Revenue
Stamp

NOTE:

- a) Revenue Stamp to be affixed on this form.
- b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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 5th Floor, Vipul Square, B-Block, Sushant Lok, Phase-1, Gurugram, Haryana - 122009, on July 6, 2023, at 02.00 PM (IST).

Folio No. _____

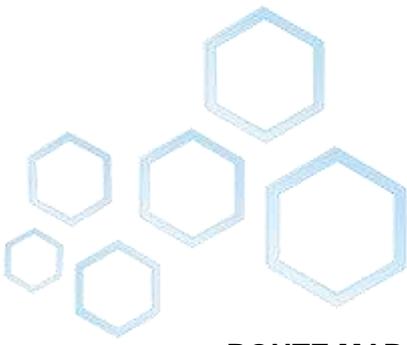
Client ID No. _____

Name of the Shareholder/Proxy _____

Address _____

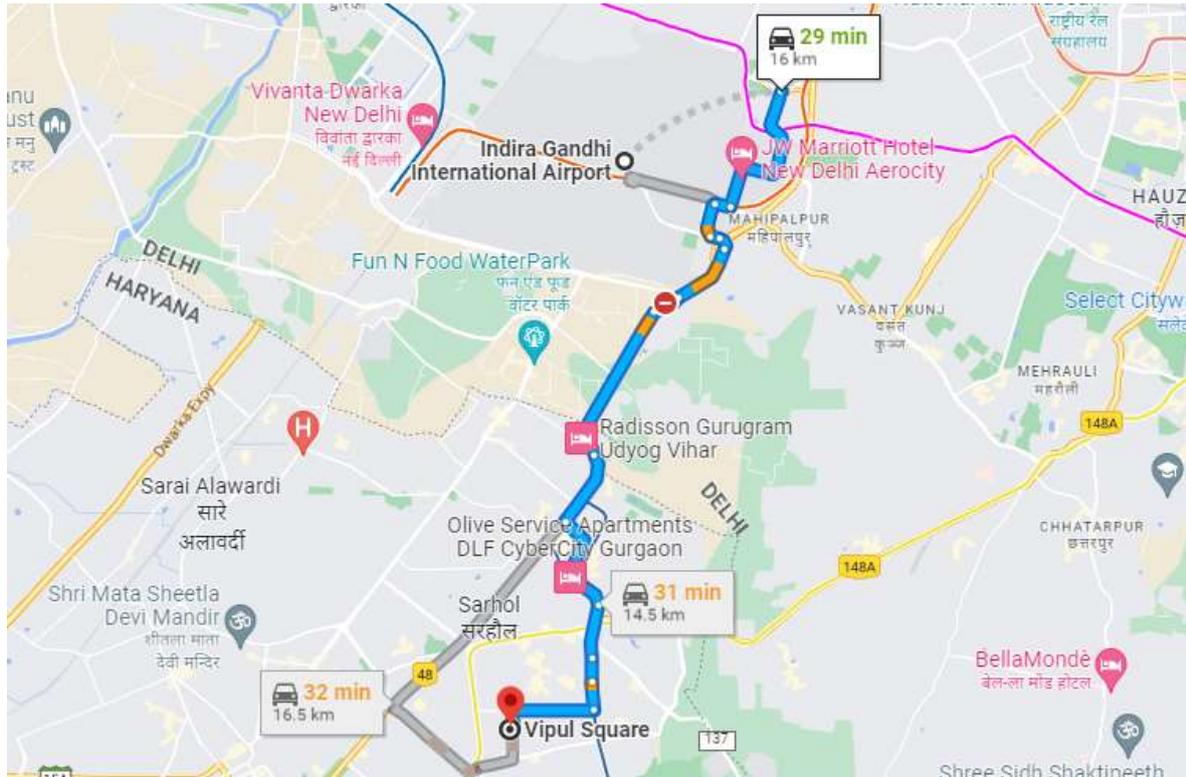
No. of shares held _____

Signature of the Shareholder(s)/ Proxy



ROUTE MAP OF THE VENUE OF EXTRA-ORDINARY GENERAL MEETING OF PI HEALTH SCIENCES LIMITED

Venue: Vipul Square, B-Block, Sushant Lok Phase-I, Gurgaon, Haryana – 122009



PI Health Sciences Ltd.

Corporate office: Unit no. 3A, 1st Floor, Wing A, CTS no. 1483 D, IA Project Road, Next to JW Marriott Hotel, Sahar, Village Marol, Taluka Andheri (East), Mumbai 400099, Maharashtra, India. Tel.: +91-022-62665600

Regd. Off.: Post Box No. 20, Udaisagar Road, Udaipur – 313001, Rajasthan, India. Tel.: +91-294-2491451-5, 6651100, Fax: +91-294-2491946

Email: info@piind.com, www.pihealthsciences.com, CIN: U24290RJ2021PLC076803