

NOTICE OF 4th ANNUAL GENERAL MEETING

Notice is hereby given that 4th Annual General Meeting ('AGM') of the members of PI Health Sciences Limited ('the Company') will be held on Monday, August 4, 2025, at 5:45 P.M. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') with deemed venue at Unit no. 4C, Wing-A, CTS no. 1483 D, IA Project Road, Next to JW Marriott Hotel, Sahar, Village Marol, Taluka Andheri (East), Mumbai – 400099, Maharashtra to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, i.e. Audited Balance Sheet, the Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of Mr. Narayan K Seshadri (DIN:00053563), who retires by rotation and being eligible, offers his candidature for re-appointment.
3. To appoint a Director in place of Dr. T.S Balganesh (DIN:00648534), who retires by rotation and being eligible, offers his candidature for re-appointment.

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

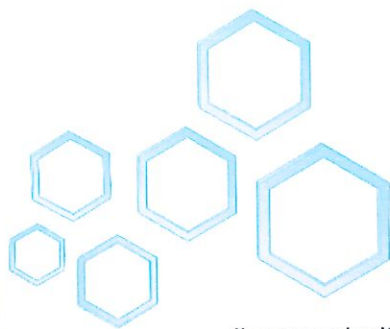


Date: May 12, 2025
Place: Mumbai


Ruchi Sheth
Company Secretary
Membership No. A27501

Notes:

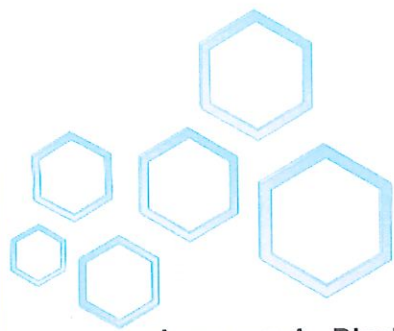
1. The Ministry of Corporate Affairs ("MCA") has vide Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated 8 April 2020, Circular No. 17/2020 dated 13 April 2020, Circular No.10/2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars, (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed in serial no. 6.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy/ proxies to attend and vote on his/ her behalf and the proxy/ proxies need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been



dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/ authorisation, etc., authorizing its representative to attend the AGM on its behalf at least one day before the date of the Meeting at e-mail ID ruchi.sheth@pihealthsciences.com or via courier at the registered office of the Company.
6. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Instructions for **members for attending the AGM through VC/OAVM** are as under:
 - a) Members will be able to attend the AGM through VC/OAVM via Microsoft Teams Link: [Join the meeting now](#)
 Meeting ID: 425 569 336 290 0
 Passcode: fP6gN3KE
 Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled to start the meeting and shall remain open till the expiry of 15 minutes after the scheduled time.
 - b) The helpline number regarding any query/assistance for participation in the EGM through VC/OAVM is +91 9833512337. Members who need assistance before or during the EGM, can contact Ms. Ruchi Sheth on ruchi.sheth@pihealthsciences.com or +91 9833512337
8. Brief details of the Director, who is proposed to be re-appointed, is annexed hereto as per requirements of Secretarial Standards on General Meetings as Annexure A.
9. 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.
10. In accordance with the MCA circulars, following registers along with other documents referred in the Notice will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
 - a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.





Annexure A - Disclosure relating to Directors pursuant to Clause 1.2.5 of the Secretarial Standards on General Meetings:

Name of the Director	Mr. Narayan K Seshadri	Dr. T. S Balganesh
DIN	00053563	00648534
Age	68 Years	72 Years
Date of Birth	April 13, 1957	February 02, 1953
Nationality	Indian	Indian
Qualification & Experience	<p>Mr. Narayan K Seshadri, with more than 42 years of distinguished corporate career, is a qualified Chartered Accountant who had started his business, consultancy career with Arthur Anderson. Joining KPMG afterwards, Mr. Seshadri rose to the position of Managing Partner of its business advisory practice in India. Mr. Seshadri had also worked with some large Fortune 500/ FTSE 100 companies to small start-ups in various international jurisdictions.</p> <p>He is the founder and also serves as a board member of Tranzmute Capital & Management Pvt. Ltd., which provides new ideas on management and capital structuring to first generation entrepreneurs and family businesses. Mr. Seshadri was among the earliest private sector finance professionals to spot the opportunity in buying out troubled companies and reviving them. He was the member of Andersen's Global CEO Advisory Council, the only Indian partner to hold such a position.</p>	<p>Dr. T. S Balganesh holds a PhD in Medical Microbiology from University of Calcutta, Dr T.S. Balganesh completed his post-doctoral research at Brookhaven National Lab, USA and Max Planck Institute, Germany. He has also been awarded an honorary doctoral degree from the University of Uppsala, Sweden. Possessing more than three decades of experience in antibacterial drug discovery, Dr Balganesh served as Head of Research at AstraZeneca's antibacterial drug discovery unit in Bangalore before rising to become the Managing Director and member of the board of AstraZeneca India Pvt. Ltd. in the past.</p>

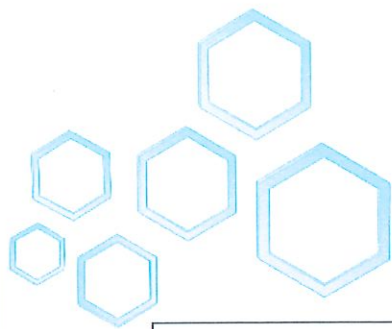


	Mr. Seshadri has been associated with the Company since 2006, he took the reigns as Chairperson of the Company with effect from October 5, 2016. During his tenure the Company has benefited significantly from Mr. Seshadri's expertise and experience across multiple disciplines from financial, legal and regulatory, risk management, corporate governance and human capital management. Furthermore, he has played a pivotal role in setting the strategic direction and growth plan while overseeing the Group's businesses policies and ensuring high governance standards.	
Terms and condition of appointment/ Re-appointment including remuneration	Non-executive Director, liable to retire by rotation and does not draw any remuneration / except sitting fees from the Company	Non-executive Director, liable to retire by rotation and does not draw any remuneration / except sitting fees from the Company
Date of first appointment on the Board	03-03-2022	03-03-2022
Shareholding in the Company as on March 31, 2024	Nil	Nil
Disclosure of Relationship between Directors inter-se	None	None
No. of meetings of Board attended during FY24-25	6 out of 6	4 out of 6
Other Directorships, Membership/ Chairmanship of Committees of other Board	As below	As below

Mr. Narayan K Seshadri	
Directorship	Committee Membership / Chairmanship
1. PI Industries Ltd	1. PI Industries Limited
2. PI Health Sciences Limited	▪ Audit Committee Member



3. SBI Life Insurance Co. Ltd.	▪ Nomination and Remuneration Committee – Member
4. India Debt Resolution Company Limited	▪ Risk Management Committee – Member
5. Re Sustainability Limited	▪ M&A Committee – Member
6. TVS Supply Chain Solutions Limited	2. SBI Life Insurance Company Limited
7. Max Healthcare Institute Limited	▪ Investment Committee – Member
8. Kritdeep Properties Pvt Ltd (Formerly known as Chanel Estates Private Limited)	▪ Corporate Social Responsibility Committee – Member
9. Halcyon Resources & Management Pvt Ltd	▪ Policyholder Protection, Grievance Redressal & Claims Monitoring Committee – Chairman
10. Halcyon Enterprises Private Limited	▪ Risk Management Committee – Member
11. A2O Software India Private Limited	▪ Audit Committee – Chairman
12. Tranzmute Capital & Management Private Limited	▪ Nomination & Remuneration Committee – Chairman
13. ERL Phase Power Technologies Limited, Canada	3. Re Sustainability Limited
14. RICO Logistics Limited, UK	▪ Audit Committee – Chairman
15. Plant Health Care Inc, Nevada, USA	▪ Nomination & Remuneration Committee – Chairman
16. CCIL IFSC Limited	▪ Risk Management Committee – Chairman
17. Kalpataru Limited	▪ ESG Committee – Chairman
18. TVS Logistic Investments Ltd, UK	4. India Debt Resolution Company Limited
19. Svasth-Heart India Foundation	▪ Nomination & Remuneration Committee – Member
	▪ Audit Committee – Member
	5. TVS Supply Chain Solutions Limited
	▪ Audit Committee – Chairman
	▪ Nomination & Remuneration Committee – Member
	6. Max Healthcare Institute Limited
	▪ Risk Management Committee – Chairman
	▪ IT Strategy Committee – Member
	▪ Debenture Committee – Member
	7. Kalpataru Limited
	▪ Audit Committee – Chairman
	▪ Nomination & Remuneration Committee – Chairman
	▪ Stakeholders Relationship Committee – Member
	▪ Risk Management Committee – Chairman
	8. PI Health Sciences Limited
	▪ Nomination & Remuneration Committee – Member



	9. International Valuation Standards Council (IVSC), UK ▪ Audit Committee - Chairman
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Dr. T.S. Balganes	
Directorship	Committee Membership / Chairmanship
1. PI Industries Ltd 2. PI Health Sciences Ltd 3. GangaGen Biotechnologies Pvt. Ltd. 4. Ahamune Biosciences Private Limited 5. IKP Knowledge Park 6. Open Source Pharma Foundation 7. Byonox Private Limited 8. Plant Health Care, Inc, Nevada	<u>Directorship:</u> <u>Committee Membership / Chairmanship</u> 1. PI Industries Limited ▪ Nomination and Remuneration Committee – Member ▪ Stakeholder Relationship Committee – Chairperson ▪ Corporate Social Responsibility Committee - Member ▪ M&A Committee – Member 2. PI Health Sciences Limited ▪ Nomination and Remuneration Committee - Chairperson

