Pinnacles Lighting Project Pvt. Ltd.

Registered Off: 302, A- Wing, Business Square, Andheri Kurla Road, Chakala, Andheri (E), Mumbai-400 093
Tel no: 61678499/500. CIN: U74999MH2018PTC318891

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Third Annual General Meeting of the Members of Pinnacles Lighting Project Private Limited ('the Company') will be held on Monday, July 12, 2021 at 4:30 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") at Tower 3, 1st Floor, East Wing, Equinox Business Park, LBS Marg, Kurla (West) Mumbai – 400070, to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Board Report and Auditor Report along with annexures thereto.
2. To declare a final dividend of Rs. 9.47 (94.7%) per equity share of the face value of Rs. 10/- each for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Mathew Job (DIN: 02922413) who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

4. To approve appointment of Mr. Vishal Kaul (DIN: 09178188) as a Non-Executive Director of the Company.

To consider and to give assent/dissent for passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder (including any statutory modifications(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Board of Directors, the consent of the Members of the Company be and is hereby given to the appointment of Mr. Vishal Kaul (DIN: 09178188), who was appointed by the Board of Directors as an Additional Director with effect from May 18, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013, as a Non-Executive Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds or things as may be necessary, proper, and desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary forms with the Registrar of Companies and intimate the said appointment to all concerned regulators/ authorities where necessary.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to issue a certified true copy of the foregoing resolution as may be required from time to time."

Registered Office:
302, A-Wing, Business Square,
Andheri Kurla Road, Chakala,
Andheri (East), Mumbai- 400093

Date: May 17, 2021
Place: Mumbai

By order of the Board of Directors
For Pinnacles Lighting Project Private Limited

Sd/-
Sandeep Batra
Director
DIN: 00871843

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 Circular No. 22/2020 dated June 15, 2020 followed by Circular No. 39/ 2020 dated December 31, 2020 and Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Companies Act, 2013, the 3rd Annual General Meeting of the Company is being convened and conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") (hereinafter referred to as "AGM' or "e-AGM") without physical presence of the Members at a common venue.

2. A statement setting out the material facts relating to the special business to be transacted at the AGM pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.

3. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at Tower 3, 1st Floor, East Wing, Equinox Business Park, LBS Marg, Kurla (West) Mumbai – 400070 which shall be the deemed venue of the e-AGM.

4. In accordance with the MCA Circulars, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. **Further as per the MCA Circulars, the facility for appointment of proxies by the Members <u>will not be available</u> for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

6. As the Annual General Meeting is being conducted through VC/OAVM, a route map is not annexed herewith.

7. 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 by following the procedure mentioned in the Notice.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney/Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.

   The said Resolution/Authorization shall be sent to the Company by email through its registered email address to sandeep.batra@crompton.co.in.

10. Relevant details in respect of Directors seeking appointment/re-appointment at the AGM, in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice.

11. The Register of Members and Share Transfer Books of the Company will be closed from July 3, 2021 to July 12, 2021 (both days inclusive).

12. The dividend, if declared at the Annual General Meeting, would be paid/dispatched after July 12, 2021 within 30 days of the date of declaration to those members:
    a. whose names appear as Beneficial Owners as at the end of the business hours on July 2, 2021 in the list of Beneficial Owners to be furnished by National Securities Depository Limited in respect of the shares held in electronic form; and
    b. whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before July 2, 2021.

13. If such dividend is not paid or claimed with the specified time, it shall be transferred to the Unpaid Dividend Account within seven days of the expiry of said period of 30 days.

14. In case a poll is demanded on any resolution to be passed in the AGM, the members are requested to convey their vote (assent/dissent/abstain) by sending an email to pragya.kaul@crompton.co.in through their registered email addresses only.

15. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to pragya.kaul@crompton.co.in for an inspection on all working days, during business hours up to and on the date of the meeting.

Procedure for attending the e-AGM is as follows:

1. Open the email received from rutuja.satam@crompton.co.in;
2. Accept the invitation – Click on “yes”;
3. For joining the meeting – Click on link “Join Microsoft Teams Meeting” appearing below meeting details in the invitation mail;
4. There will be two options on the web page “Download the windows app” or “Join on the web instead”, no need to download the app you can proceed by clicking on the “Join on the web instead”
5. There will be pop-up asking for allowing Audio and Video, please click on “allow” and click on “join now”.

In case any assistance is needed for attending the e-AGM, either before or during the course of the meeting, the contact details of the person who can be contacted are as follows:

1. Ms. Pragya Kaul at pragya.kaul@crompton.co.in.

Statement setting out the material facts concerning and relating to the special business to be transacted at the meeting pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

The Members are informed that Mr. Vishal Kaul (DIN: 09178188) was appointed by the Board of Directors as an Additional Director, effective May 18, 2021 till the date of the next Annual General Meeting.

Mr. Vishal Kaul has studied B.E. (Mechanical) and has done PGP in Management. He is presently working as Vice President – Lighting with Crompton Greaves Consumer Electricals Limited (Holding Company) and has over 20 years of experience.

In the opinion of the Board the appointment of Mr. Vishal Kaul on the Board of the Company would be beneficial to the Company considering his wide experience.

Details of Mr. Vishal Kaul as required under Secretarial Standard - 2 are a part of this notice.

The Board recommends the resolution as set out in the Notice for the approval of the shareholders of the Company.

None of the Directors or their relatives, except Mr. Vishal Kaul, are in any way concerned or interested in the proposed resolution as set out in the Notice.

Details of Directors seeking appointment/re-appointment
[Pursuant to Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Mathew Job	Mr. Vishal Kaul
Director Identification Number	02922413	09178188
Category	Director	Director
Date of Birth	May 3, 1969	October 14, 1975
Age	52 years	45 years
Nationality	Indian	Indian
Date of First Appointment on the Board	December 31, 2018	May 18, 2021
Relationship with Directors	There is no relationship with other Directors on the Board.	There is no relationship with other Directors on the Board.
Qualification	Bachelor's degree in Technology (Electrical and Electronics) from University of Kerala and MBA from Indian Institute of Management, Calcutta.	B.E. Mechanical, PGP in Management.
Experience	27 years	21 Years
Expertise in specific functional area	Wide managerial experience in Consumer Products Industry.	Wide experience in Sales, Marketing, Product and Category Management, Business Management and Leadership.
Details of Board Meetings attended by the Director during the year	5	NA
Terms and Conditions of Appointment or re-appointment along with remuneration	Remuneration - Nil	Remuneration - Nil
Remuneration last drawn	Nil	Nil
List of Directorships held in other Companies	1. Crompton Greaves Consumer Electricals Limited 2. Nexustar Lighting Project Private Limited 3. Crompton CSR Foundation	1. Nexustar Lighting Project Private Limited
Membership/Chairmanship of Committees across other Companies	Member - Strategic Investment Committee - Crompton Greaves Consumer Electricals Limited	Nil
Number of shares held in the Company	Nil	Nil