PENTACLE™

NOTICE OF ANNUAL GENERAL MEETING FOR FINANCIAL YEAR 2022-23

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of the Members of **PENTACLE CONSULTANTS (I) PRIVATE LIMITED** will be held on Friday, the 30th day of September, 2022 at 11:00 A.M. at the registered office of the company to transact the following business:

A. Ordinary business:

1. To receive, consider and adopt the audited standalone and consolidated Balance Sheet as at 31st March, 2022 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. ***To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary resolution*:**

   To grant exemption / dispensing attendance of Auditors from attending the General Meeting:

   "**RESOLVED THAT** pursuant to the provisions of section 146 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for dispensing Auditors of the Company from attending the General Meetings (including and availability of Auditors at their discretion)."

3. ***To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary resolution*:**

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. **Shinde Nayak & Associates**, Chartered Accountants (having Membership Number **104221**), as Auditors of the Company for Financial year 2022-23, who was re-appointed as auditor for further period of five financial year till Financial Year 2023-24 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

B. Special business:

4. ***To consider and if thought fit, to pass with or without modification (s), the following resolution as Ordinary resolution*:**

   "**RESOLVED THAT** pursuant to the provisions of section 161 of companies Act, 2013 and the rules made thereunder, **Ms. Pallavi Mahendra More** (DIN: **01870832**), who was been appointed as Additional Director with effect from 01-12-2021 on the Board of the Company, be and is hereby appointed as Director of the Company"

Pentacle Consultants (India) Pvt. Ltd.
CIN: U74140MH2006PTC165384
info@pentacle.global
www.pentacle.global

By order of The Board,
For PENTACLE CONSULTANTS (I) PRIVATE LIMITED

MAHENDRA PUNDALIK MORE
DIN: 01870852
Chairperson/ Managing Director
Date: 05/09/2022

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The shareholders of the Company are either directors or promoters or relatives of the directors & promoters and they are very well aware of the place of the Annual General Meeting of the Company to be held at the Registered Office of the Company. Hence the route map of the venue of the AGM is not given. There is no public shareholding in the Company.
3. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your email – id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013

Item No. 2.:
To grant exemption / dispensing attendance of Auditors from attending the General Meeting:

M/s. Shinde Nayak & Associates, Chartered Accountants (having Membership Number **104221**), was appointed as Statutory Auditor of the Company pursuant to section 139 of the companies Act,2013. Pursuant to the provisions of section 146 of the Companies Act,2013, the auditors need to attend general Meetings (including Annual General Meetings) of the company unless exempted by the Company for the same.

In view of the fact that the Auditors Report does not contain any material adverse observation and considering the busy schedule and other commitments and occupations of the Auditor, the Board of Directors of the Company is of the opinion that auditors be granted an exemption to the attend the General Meeting.

None of the Directors, key Managerial Personnel of the Company or their relatives or any other officials of the company as contemplated in the provisions of Section 102 of the Companies Act 2013 is, in any way, financially or otherwise concerned or interested in the resolution. Your Board recommends passing of proposed resolutions.

Item No. 3.:
To ratification of appointment of M/s. Shinde Nayak & Associates, Chartered Accountants, Mumbai for Financial Year 2022-23:

M/s. Shinde Nayak & Associates, Chartered Accountants, Mumbai was re-appointed as statutory Auditor of the Company for further period of five financial years from Financial Year 2019-20 till 2023-24 at the Annual General Meeting held on 30th September, 2019 and the Board recommended to ratification of their Appointment for Financial Year 2022-23 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

None of the Directors, key Managerial Personnel of the Company or their relatives or any other officials of the company as contemplated in the provisions of Section 102 of the Companies Act 2013 is, in any way, financially or otherwise concerned or interested in the resolution. Your Board recommends passing of proposed resolutions.

Item No. 4.:
Regularization of Ms. Pallavi Mahendra More as Director of the Company:

The Board appointed **Ms. Pallavi Mahendra More** (DIN: **01870832**) as an Additional Director w.e.f. 01-12-2021. She holds office up to the date of this AGM subject to the approval of members accorded as per notice under Section 160 of Companies Act, 2013 has been received proposing her appointment/ regularization as Director of the Company.

Save and except received disclosure from Mr. Mahendra Pundalik More and Mr. Ganesh More, there were none of the Directors, key Managerial Personnel of the Company or their relatives or any other officials of the company as contemplated in the provisions of Section 102 of the Companies Act 2013 is, in any way, financially or otherwise concerned or interested in the resolution. Your Board recommends passing of proposed resolutions.

By order of The Board,
For PENTACLE CONSULTANTS (I) PRIVATE LIMITED

MAHENDRA PUNDALIK MORE
DIN: 01870852
Chairperson/ Managing Director
Date: 05/09/2022

Proxy Form - Form MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Sixteenth Annual General Meeting – Friday, 30th September, 2022 at 11:00 A.M.

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

I/We, being the member (s) holding .... shares of the Company, hereby appoint

1. Name : ....
Address : ....
e-mail id : ....
Signature : .... or failing him/her

2. Name : ....
Address : ....
e-mail id : ....
Signature : .... or failing him/her

3. 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 Sixteenth Annual General Meeting of the company, to be held on **Friday, the 30th day of September, 2022 at 11:00 A.M.** at the registered office of the Company situated at **B-406, Pranik Chambers co-op. Premises Soc Ltd, Sakinaka, Andheri (East), Mumbai - 400072, MH, IN** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution serial No.	Resolution	Voting (optional)		
Ordinary Business (Ordinary Resolutions)		For	Against	Abstain
01	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2022 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON			
02	TO GRANT EXEMPTION / DISPENSING ATTENDANCE OF AUDITORS FROM ATTENDING THE GENERAL MEETING			

03	TO RATIFICATION OF RE-APPOINTMENT OF M/S. SHINDE NAYAK & ASSOCIATES, CHARTERED ACCOUNTANTS, MUMBAI FOR FINANCIAL YEAR 2022-23			
Special Business (Ordinary Resolutions)				
04	REGULARIZATION OF Mrs. PALLAVI MAHENDRA MORE AS DIRECTOR OF THE COMPANY			

Signed this

…………………………………………… Signature of the Member	Affix revenue stamp of not less than Rupees 1/-

Notes:

1. The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting.

2. The Proxy need not be a Member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

4. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP

Sixteenth Annual General Meeting – Friday, 30th September, 2022 at 11:00 A.M.

Registered Folio No. / DP ID No. / Client ID : ....
Number of shares held : ....
Name and Address of the Shareholder/Proxy : ....

I/we hereby record my presence at the Sixteenth Annual General Meeting of the Company, held on **Friday, 30th September, 2022 at 11:00 A.M.** at the Registered Office of the Company situated at **B-406, Pranik Chambers co-op. Premises Soc Ltd, Sakinaka, Andheri (East), Mumbai - 400072, MH, IN**

....
Signature of the Shareholder/Proxy

Notes:
1. Shareholders attending the meeting in person or through proxy are requested to fill in the Attendance Slip and submit the same.

Route Map of the Venue of the Sixteenth Annual General Meeting of the Company to be held on Friday, 30th day of September, 2022

Name of the Company: - Pentacle Consultants (I) Private Limited

Venue of the Meeting: - B-406, Pranik Chambers co-op. Premises Soc Ltd, Sakinaka, Andheri (East), Mumbai - 400072, MH, IN

Link of Map: https://maps.app.goo.gl/4Rg6vYv3qTPV9oLd7