

MINUTES OF 1ST EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NUTRIVENTIA LIMITED HELD ON FRIDAY, 29TH JULY, 2022 AT 9.30 AM AT UNIT NO. 703 AND 704, 7TH FLOOR, HUBTOWN SOLARIS, N S PHADKE MARG, ANDHERI (EAST), MUMBAI 400069 THROUGH VIDEO CONFERENCING MODE (MICROSOFT TEAMS)

Time of Commencement of meeting – 9.30 a.m.

Time of Conclusion of meeting – 9.40 a.m.

PRESENT (Physically/ through Video Conferencing – MS Teams)

1. Mr. Rajat V. Shah - Chairperson, Director and Member from Mumbai
2. Mr. Janak Shah - Authorised representative of Inventia Healthcare Limited and Member from Mumbai
3. Mrs. Maya J. Shah - Member from Mumbai
4. Mr. Ankur J. Shah - Member from Mumbai

INVITEE (Physically/ through Video Conferencing – MS Teams)

Mr. Hemendra Shah - Advisor

Mrs. Rupa Desai - GM– Legal & Secretarial of Inventia Healthcare Limited

Mr. Jinesh Vora - Lead Manager – Secretarial of Inventia Healthcare Limited

Number of Members attending through video conference (including authorized representative of members) - 5 representing 9,998 (99.98%) equity shares.

CHAIRPERSON

Mrs. Rajat V. Shah took the Chair and welcomed the members. Mrs. Rajat Shah requested Mr. Jinesh Vora to take forward the proceedings of the meeting.

Mr. Jinesh Vora informed that 1st Extra-Ordinary General Meeting of the members was held through video conferencing (Microsoft Teams) in compliance with General Circulars No.14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No.22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021 and No. 20/2021 dated 08th December, 2021 issued by Government of India, Ministry of Corporate Affairs and other applicable provisions of the Companies Act, 2013 and rules thereof.

Roll call was then made by all the members and Directors attending the meeting and confirmed that they were attending the meeting through video conferencing from different locations and could completely and clearly communicate with each other.

The members confirmed that all the efforts feasible under the present circumstances had indeed been made by the Company for them to attend and participate in the meeting.

QUORUM

Chairperson called for the attendance of the Members and being satisfied that the necessary quorum was present through video conference, the Chairperson declared the meeting in order and commenced the proceedings.

NOTICE

With the consent of the members, the notice convening the meeting was taken as read.

SPECIAL BUSINESS:

1. APPOINTMENT OF FIRST STATUTORY AUDITOR OF THE COMPANY

Mr. Janak Shah proposed the following resolution which was seconded by Mrs. Rajat Shah as an Ordinary Resolution:

“RESOLVED THAT based on recommendation of Board, pursuant to the provisions of Section 139(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W), be and are hereby appointed as First Statutory Auditor of the Company to hold office till the conclusion of the First Annual General Meeting of the Company at remuneration plus out of pocket expenses as may be decided by the Board of Directors of the Company;

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to file such forms with Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be required to give effect to the said resolution.”

On being put to vote by show of hands the resolution was passed unanimously by all members who were entitled to vote.

2. BORROWING LIMIT

Mrs. Rajat Shah proposed the following resolution which was seconded by Mr. Ankur Shah as a Special Resolution:

“RESOLVED THAT based on the recommendation of Board and subject to the provisions of Section 180(1)(c) and such other applicable provisions, if any of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof) and pursuant to the provisions of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to borrow any sum or sums of money including in the form of inter corporate deposit, debentures, loans- short term or long term, line of credits/ overdrafts, etc. from time to time at its discretion, for the purpose of the business of the company, from any one or more banks, financial institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart from any specific purpose), subject to such aggregate borrowings not exceeding the amount which is INR 3 crores (Rupees Three Crores only);

RESOLVED FURTHER THAT Mr. Vishal Shah and Mrs. Rajat Shah, Directors of the Company be and are hereby severally authorised to borrow such sum on behalf of Company from time to time within the limits approved by the members; and to take steps as may be necessary or expedient or proper in respect of such borrowings including the timing, the tranches and other terms and conditions of such borrowings

provided that the aggregate amount of the borrowings of the Company including the existing borrowings at any given time shall not exceed INR 3 crores;

RESOLVED FURTHER THAT the Common Seal of the Company, if required, on any documents for the purposes of borrowing be affixed in accordance with the provisions of the Articles of Association of the Company;

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised to sign / digitally certify all the requisite forms/ returns and other relevant documents as provided in the Companies Act, 2013 and file / e-file the same with the Ministry of Corporate Affairs/ Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds, matters and things as may be required to give effect to the said resolution.”

On being put to vote by show of hands the resolution was passed unanimously by all members who were entitled to vote.

Before the conclusion of the meeting, Chairperson confirmed that quorum was present throughout the meeting and all the agenda items had been duly considered and approved by all the members.

3. VOTE OF THANKS

There being no other business, the meeting was then concluded with a vote of thanks to the Chair.