

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 3<sup>RD</sup> EXTRA-ORDINARY GENERAL MEETING OF NUTRIVENTIA LIMITED WILL BE HELD ON THURSDAY, 16<sup>TH</sup> MARCH, 2023 AT 2.00 P.M. AT UNIT NO. 703 AND 704, 7<sup>TH</sup> FLOOR, HUBTOWN SOLARIS, N S PHADKE MARG, ANDHERI (EAST), MUMBAI 400 069 THROUGH VIDEO CONFERENCING MODE TO TRANSACT THE FOLLOWING BUSINESSES:**

In view of General Circulars No.14/2020 dated 8<sup>th</sup> April, 2020, No.17/2020 dated 13<sup>th</sup> April, 2020, No.22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020, No. 10/2021 dated 23<sup>rd</sup> June, 2021, No. 20/2021 dated 08<sup>th</sup> December, 2021, No. 3/2022 dated 5<sup>th</sup> May, 2022 and No. 11/2022 dated 28<sup>th</sup> December, 2022 issued by Government of India, Ministry of Corporate Affairs, the Company intends to convene 3<sup>rd</sup> Extra-Ordinary General Meeting through video conference mode. The Company has made all the requisite facilities for members to attend and participate virtually at the 3<sup>rd</sup> Extra-Ordinary General Meeting.

The Members who are willing to attend 3<sup>rd</sup> Extra-Ordinary General Meeting will be able to hear, view, participate and vote in the meeting on their own devices. In case of any questions or queries in regard to the resolutions, to be placed at the 3<sup>rd</sup> Extra-Ordinary General Meeting and mentioned in this Notice, the same can be raised concurrently during the meeting or can be submitted at [vishal@nutriventia.com](mailto:vishal@nutriventia.com) to reach before the commencement of the meeting and the same will be addressed by the Chairman at the meeting.

This Notice of Meeting shall be read in its entirety in conjunction with the accompanying Statement to be annexed to the Notice, which contains information in relation to the Resolution. The Notice of 3<sup>rd</sup> Extra-Ordinary General Meeting will be made available on the website of the Company i.e. [www.nutriventia.com](http://www.nutriventia.com).

**SPECIAL BUSINESS:****1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if deemed fit, pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** based on the recommendation of Board and pursuant to the provisions of Sections 13, 61 and all applicable provisions, if any, of the Companies Act, 2013, (and rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time), and the Articles of Association, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR 1 mn (Rupees One Million Only) divided into 1,00,000 (One Lakh) Equity Shares of INR 10/- (Rupees Ten only) each to INR 20,000,000/- (Rupees Twenty million Only)





divided into 20,00,000 (Twenty Lakhs) Equity Shares of INR 10/- each (Rupees Ten only);

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by following new Clause V as under:

V. The authorised share capital of the company is INR 20,000,000/- (Rupees Twenty million only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of INR 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** Mr. Vishal Shah or Mrs. Rajat Shah, Directors of the Company be and are hereby authorized to do all such acts, deeds including but not limited to signing, executing documents, agreements, letters, deeds, filing the relevant forms including returns and/or reports in Form SH-7, Form MGT-14 or such other document as applicable with the Ministry of Corporate Affairs and/or Registrar of Companies, Mumbai and with such other authorities as may be required from time to time and to do all such acts, deeds or things as may be required to give effect to the aforesaid resolution.”

## 2. INCREASE IN BORROWING LIMIT

To consider and if deemed fit, pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** based on the recommendation of Board, in supersession of the resolution No. 2 passed at the 1<sup>st</sup> Extra-Ordinary General Meeting held on 29<sup>th</sup> July, 2022, 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, consent 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 200 mn (Rupees Two Hundred Million 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 200 mn;





**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** Mr. Vishal Shah and Mrs. Rajat Shah, 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.”

### **3. INVESTMENT LIMIT**

To consider and if deemed fit, pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** based on the recommendation of Board, pursuant to the provisions of Section 179, 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions (including any amendment thereto or re-enactment thereof for the time being in force), subject to the approval any regulatory approval, if any, consent of the members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate for an amount not exceeding INR 70 mn (Rupees Seventy Million only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** Mr. Vishal Shah and Mrs. Rajat Shah, Directors of the Company be and are hereby severally authorised to invest 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 investments including the timing, the tranches and other terms and conditions of such investments provided that the aggregate amount of the investments of the Company including the existing investments at any given time shall not exceed INR 70 mn;

**RESOLVED FURTHER THAT** Mr. Vishal Shah and Mrs. Rajat Shah, Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the said resolution and if required to sub-delegate all or any powers hereby conferred above to other Managers / Officers of the Company as they may think fit.”

**Mumbai, 16<sup>th</sup> March, 2023**

**Regd. Office:**

Unit No. 703 and 704, 7<sup>th</sup> Floor,  
Hubtown Solaris, N. S. Phadke Marg,  
Andheri (East), Mumbai 400 069

**CIN:** U15100MH2022PLC383483


**Tel:** 022-67163000

**Email:** [vishal@nutriventia.com](mailto:vishal@nutriventia.com)

**Website:** [www.nutriventia.com](http://www.nutriventia.com)

By order of the Board

**Nutriventia Limited**



**Vishal Shah**

**Director**

**DIN: 05349303**



**Notes:**

1. A Statement to be annexed to the Notice pursuant to the Section 102 of the Companies Act, 2013 ("Act"), relating to the Special Business to be transacted at the 3<sup>rd</sup> Extra-Ordinary General Meeting is attached hereto and forms an integral part of the Notice.
2. Members are requested to register their e-mail address (if not provided earlier) and inform changes, if any, therein, to enable the Company to send all communications to Members in electronic mode.
3. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Shareholders of the Company, pursuant to the provisions of Section 101 of the Act.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the resolution through electronic mode authorizing their representative to attend and vote on their behalf at the meeting.
5. Relevant documents referred to in the accompanying Notice and in the statement to be annexed to the notice or as required under the Companies Act, 2013 are available for inspection at [EGM - Nutriventia - 16.03.2023](#) up to the date of the 3<sup>rd</sup> Extra-Ordinary General Meeting.
6. The facility for joining the meeting shall be kept open 15 minutes before and 15 minutes after the scheduled time of the meeting.
7. All the members will receive invitation e-mail on their registered e-mail address to attend and participate in the meeting through video conference mode. Members are requested not to disclose or share their invite/joining link to anyone.
8. In case, poll is demanded during the meeting, members can provide its assent or dissent through their registered e-mail address at [vishal@nutriventia.com](mailto:vishal@nutriventia.com).
9. Recorded transcript of the meeting shall be made available on the website of the Company at [www.nutriventia.com](http://www.nutriventia.com).
10. Procedure to attend the 3<sup>rd</sup> Extra-Ordinary General Meeting through video conference mode (ZOOM)

**Join a Zoom meeting from application –**

Step 1 – Click the invite link provided by the host, for example in a calendar or email invitation, and follow the on-screen instructions.

Step 2 – Alternatively, open the Zoom desktop client.

Step 3 – Click the Home tab.

Step 4 – Click Join.

Step 5 – Enter the meeting ID provided by the meeting host. If prompted, enter the meeting passcode.

Step 6 – Click Join.

You will then join the meeting or waiting room, if enabled by the host.





**Join a Zoom meeting from Web Browser –**

Step 1 – Open the Chrome browser.

Step 2 – Go to join.zoom.us

Step 3 – Enter your meeting ID provided by the host/organizer.

Step 4 – Click Join.

After clicking on Join, you'll then join the meeting.

If Member/ invitee need any assistance during the meeting he/ she can reach out to Organizer and team members as details given below: (Help line Numbers)

<b>Name of person</b>	<b>Designation &amp; Department</b>	<b>Contact No.</b>
Mr. Vishal Shah	Director	+91 9820064514



## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by section 102(1) of the Companies Act, 2013 ("Act") and such other applicable rules (if any), including any statutory modification(s) thereof, the following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and shall be taken as forming part of it.

### **Item No. 1 – Increase in Authorised Share Capital and consequent alteration of Memorandum of Association of the Company**

#### **Material Facts:**

Presently, the Authorised Share Capital of the Company comprises of INR 1 mn divided into 1 Lakh equity shares of INR 10/- each.

It is proposed to increase the authorised share capital of the Company from INR 1 mn to INR 20 mn and to give consequent effect in Memorandum of Association of the Company.

Hence resolution as set out in item no. 1 of this Notice is accordingly recommended for your approval by passing of a Special Resolution.

#### **Nature of concern or interest**

None of the Directors / Key Managerial Personnel / any relatives of Directors or Key Managerial Personnel are concerned or interested in this resolution.

### **Item No. 2 – Increase in borrowing limit**

#### **Material Facts:**

At the 1<sup>st</sup> Extra-Ordinary General Meeting of the Company held on 29<sup>th</sup> July, 2022, the members had approved a borrowing limit of INR 30 mn for borrowings by Board of Directors from time to time.

In view of the slump sale of nutraceuticals business from Inventia Healthcare Limited to the Company being effective from 1<sup>st</sup> April, 2023, the Company would then operate on full fledge basis and hence would be in requirement of funds to meet its operational activities. Since the commencement of operations and generation of revenues would flow in over a period of time, the Company would require funds. It is therefore proposed to increase the borrowing limit from INR 30 mn to INR 200 mn for the total borrowings including current and future borrowings.

Since the borrowing limit set is in excess of the limits prescribed under the Companies Act, 2013, approval of the members would be required.

Hence resolution as set out in item no. 2 of this Notice is accordingly recommended for your approval by passing of a Special Resolution.

#### **Nature of concern or interest**

None of the Directors / Key Managerial Personnel / any relatives of Directors or Key Managerial Personnel are concerned or interested in this resolution.



### Item No. 3 – Investment limit

#### Material Facts:

The Board of Directors at its meeting held on 30<sup>th</sup> January, 2023 had approved formation of subsidiary in US. In view of that the company would have to invest once the entity is formed.

As per section 186 (2) No company shall directly or indirectly —

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty per cent of its paid-up share capital, free reserves, and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

In the event the Company intends to give loans, guarantee and investment over and above the said limit, prior approval of the members of the Company is required.

It is proposed to set overall limit for loans, guarantee and investments to INR 70 mn.

Hence resolution as set out in item no. 3 of this Notice is accordingly recommended for your approval by passing of a Special Resolution.

#### Nature of concern or interest

None of the Directors / Key Managerial Personnel / any relatives of Directors or Key Managerial Personnel are concerned or interested in this resolution.

**Mumbai, 16<sup>th</sup> March, 2023**

#### Regd. Office:

Unit 703 and 704, 7<sup>th</sup> Floor,  
Hubtown Solaris, N. S. Phadke Marg,  
Andheri (East), Mumbai 400 069  
CIN: U15100MH2022PLC383483  
Tel: 022-67163000

Email: [vishal@nutriventia.com](mailto:vishal@nutriventia.com)

Website: [www.nutriventia.com](http://www.nutriventia.com)

By order of the Board  
Nutriventia Limited



**Vishal Shah**  
Director  
DIN: 05349303

