

Nutriventia Limited

CIN: U15100MH2022PLC383483

Correspondence/Registered Office: Unit 703, 7th Floor, Hubtown Solaris, N S Phadke Marg,
Andheri East, Mumbai – 400069

Email ID: info@nutriventia.com Tel No.: +91 22 6716 3000 Website: www.nutriventia.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING OF NUTRIVENTIA LIMITED WILL BE HELD ON FRIDAY, 29TH JULY, 2022 AT 9.30 AM AT UNIT 703 AND 704, 7TH FLOOR, HUBTOWN SOLARIS, N S PHADKE MARG, ANDHERI (EAST), MUMBAI 400 069 THROUGH VIDEO CONFERENCING MODE (MICROSOFT TEAMS) TO TRANSACT THE FOLLOWING BUSINESSES: -

In view of 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, the Company intends to convene 1st Extra-Ordinary General Meeting through video conference mode. The Company has made all the requisite facilities for members to attend and participate at the 1st Extra-Ordinary General Meeting by maintaining social distancing.

The Members who are willing to attend 1st 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 1st 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 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 1st Extra-Ordinary General Meeting will be made available on the website of the Company i.e. www.nutriventia.com.

SPECIAL BUSINESS:

1. APPOINTMENT OF FIRST STATUTORY AUDITOR OF THE COMPANY

To consider and if deemed fit, pass with or without modification(s) the following resolution 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.”

2. 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 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.”

Mumbai, 22nd July, 2022

Regd. Office:

Unit 703 and 704, 7th Floor,
Hubtown Solaris, N. S. Phadke Marg,
Andheri (East), Mumbai 400 069

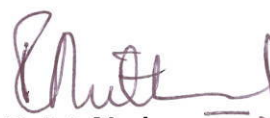
CIN: U15100MH2022PLC383483

Tel: 022-67163000

Email: vishal@nutriventia.com

Website: www.nutriventia.com

By order of the Board
Nutriventia Limited



Rajat Shah

Director

DIN: 05346532



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 1st 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 – 29.07.2022 up to the date of the 1st Extra-Ordinary General Meeting.
6. In case of joint holders attending the 1st Extra-Ordinary General Meeting, only such a joint holder who is senior by the order in which the name stands in the Register of Members will be entitled to vote.
7. The facility for joining the meeting shall be kept open 15 minutes before and 15 minutes after the scheduled time of the meeting.
8. 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.
9. 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.
10. Recorded transcript of the meeting shall be made available on the website of the Company at www.nutriventia.com.
11. Procedure to attend the 1st Extra-Ordinary General Meeting through video conference mode (MICROSOFT TEAMS)

Join a Teams meeting from the app:

- An Invitation from Company (Nutriventia<onlinemeetings@nutriventia.com>) to join Microsoft Teams meeting shall be shared on your registered email ID before the 1st Extra-Ordinary General Meeting
- Click on accept the Meeting Invite.
- Then from your Outlook or Teams Calendar, select join on a meeting before it's started, or one that's in-progress.



- Turn on your camera.
- Choose your audio settings.
- Select join now.
- After meeting completes, click on leave meeting.

Join a Teams meeting on the web

- Don't have the Teams app? You can still join a Teams meeting.
- An Invitation from Company (Nutriventia <onlinemeetings@nutriventia.com>) to join Microsoft Teams meeting shall be shared on your registered email ID before the 1st Extra-Ordinary General Meeting
- In your email invite, select click here to join the meeting.
- You have three choices:
 - Download the Windows app: Download the Teams desktop app.
 - Continue on this browser: Join a Teams meeting on the web.
 - Open your Teams app: If you already have the Teams app, go right to your meeting.
- Click on continue on this browser.
- Type your name
- Choose your audio and video settings.
- Select join now
- After Meeting completes close the browser.

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)

Name of person	Designation & Department	Contact No.
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 – Appointment of First Statutory Auditor of the Company

Material Facts:

Pursuant to section 139 of the Companies Act, 2013, the Board has to appoint first Auditor of the Company within 30 days of incorporation for the period from the date of incorporation till the conclusion of first Annual General Meeting of the Company. However, if the Board of Directors fail to appoint such auditor, it shall inform the members of the company, who shall within ninety days at an extraordinary general meeting appoint such auditor and such auditor shall hold office till the conclusion of the first Annual General Meeting.

Since the first auditor were not appointed within 30 days of incorporation, the same was conveyed to the members. The members have thus evaluated and proposed to appoint M/s. MSKA & Associates, Chartered Accountants, bearing Firm Registration No. 105047W, being eligible offer themselves for appointment as first Auditor of the Company. The necessary eligibility certificate under Sections 139 & 141 of the Companies Act, 2013 has been obtained and the same will be placed before the meeting electronically.

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

Nature of concern or interest

The resolution is required to be passed as an Ordinary Resolution and 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:

The Company has been incorporated on 26th May, 2022 and is yet to commence its operations.

Since the Company would require funds to obtain premises on lease and license, regulatory licenses and for other operational expenses, it is proposed to set borrowing limits of the Company. Currently the Company is set up with minimum capital base. Going forward with the transfer of nutraceutical business from Inventia Healthcare Limited to Nutriventia Limited, the capital base and expenses would increase.

As per the provisions of the Companies Act, 2013, the company can borrow up to aggregate of Company's paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business. If the borrowing exceeds the limit prescribed then consent of the members by a special resolution is required.



In view of the above, it is proposed that irrespective of the limit prescribed under the Act, limit for borrowings be set not exceeding INR 3 crores. Since the borrowing limit set is in excess of the limits prescribed under the Act, approval of the members by special resolution would be required.

Hence Special resolution at Item No. 2 of the notice is proposed for your approval.

Nature of concern or interest

The resolution is required to be passed as a Special Resolution and none of the Directors / Key Managerial Personnel / any relatives of Directors or Key Managerial Personnel are concerned or interested in this resolution.

Mumbai, 22nd July, 2022

Regd. Office:

Unit 703 and 704, 7th Floor,
Hubtown Solaris, N. S. Phadke Marg,
Andheri (East), Mumbai 400 069

CIN: U15100MH2022PLC383483

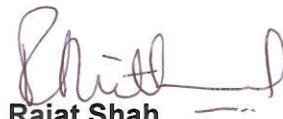
Tel: 022-67163000

Email: vishal@nutriventia.com

Website: www.nutriventia.com

By order of the Board

Nutriventia Limited



Rajat Shah

Director

DIN: 05346532

