

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 2<sup>ND</sup> EXTRA-ORDINARY GENERAL MEETING OF NUTRIVENTIA LIMITED WILL BE HELD ON WEDNESDAY, 15<sup>TH</sup> MARCH, 2023 AT 9.30 AM AT UNIT 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 2<sup>nd</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 2<sup>nd</sup> Extra-Ordinary General Meeting.

The Members who are willing to attend 2<sup>nd</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 2<sup>nd</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 2<sup>nd</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. RELATED PARTY TRANSACTION - USE OF PREMISES - PLOT NO 15, 16, 21/16, AMBERNATH MIDC, AMBERNATH

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to ratify the Memorandum of Understanding dated 20<sup>th</sup> December, 2022 executed



21/16 Ambernath MIDC, Morivali Village, Ambernath, Taluka Chikholi, Sub-District – Kalyan, District Thane for a period from 1<sup>st</sup> August, 2022 to 31<sup>st</sup> March, 2023 at arm's length basis at a charge of INR 16,95,100 per month excluding taxes;

**RESOLVED FURTHER THAT** Mr. Vishal Shah or Mrs. Rajat Shah, Directors of the Company be and are hereby severally authorized to do all such acts, deeds or things as may be required to give effect to the aforesaid resolution.”

**Mumbai, 30<sup>th</sup> January, 2023**

**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](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 2<sup>nd</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. 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.
4. 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 - 15.03.2023](#) up to the date of the 2<sup>nd</sup> Extra-Ordinary General Meeting.
5. In case of joint holders attending the 2<sup>nd</sup> 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.
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 2<sup>nd</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)

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 – Related Party Transaction - Use of premises - Plot No 15, 16, 21/16, Ambernath MIDC, Ambernath

#### Material Facts:

The Company had executed the Leave and License Agreement for the premises situated at Plot No 15, 16, 21/16 Ambernath MIDC, Morivali Village, Ambernath, Taluka Chikholi, Sub-District – Kalyan, District Thane ("the said premises") with M/s Kaymo Industries ("Kaymo") on 8<sup>th</sup> August, 2022 effective 1<sup>st</sup> August, 2022.

The Board of Directors at their meeting held on 30<sup>th</sup> January, 2023 had approved acquisition of Nutraceuticals business on slump sale basis effective from 1<sup>st</sup> April, 2023 (Effective Date). In consideration thereof the nutraceuticals business would continue to be undertaken by Holding Company till the Effective Date. Hence, it had been recently decided that the Holding Company would use the said premises till 31<sup>st</sup> March, 2023 and that the charges for use of the said premises be paid by Holding Company to the Company from 1<sup>st</sup> August, 2022 till 31<sup>st</sup> March, 2023. In this regard, Holding Company had entered into a Memorandum of Understanding with the Company on 20<sup>th</sup> December, 2022 for use of the said premises.

The charges would be levied by the Company on cost plus 10% markup for use of the said premises. Considering the charges being paid by the Company to Kaymo for the said premises, being with an independent party, it be considered as a benchmark for determining the arm's length transaction.

In terms of section 188 of the Companies Act, 2013 ("Act") read with Rules thereof, approval of the members is required to be sought for leasing of property of any kind exceeding the limit approved as stated in the Act.

The information required in accordance with Rule 15 - Contract or Arrangement with a Related Party of Companies (Meetings of Board and its Powers) Rules, 2014 is as given below:

Particulars	Remarks
(a) the name of the related party	Inventia Healthcare Limited (Holding Company)
(b) name of the director or key managerial personnel who is related, if any;	Mr. Vishal Shah - Director and Promoter of Holding Company and Mrs. Rajat



Particulars	Remarks
	Shah - relative of Mr. Vishal Shah, Director
(c) nature of relationship;	Holding Company
(d) nature, material terms, monetary value and particulars of the contract or arrangements;	Nature: Leasing of property of any kind;  Particulars incl Monetary Value: Memorandum of Understanding dated 20 <sup>th</sup> December, 2022 for use of the said premises for the period from 1 <sup>st</sup> August, 2022 to 31 <sup>st</sup> March, 2023 at a charge of Rs. 16,95,100/- per month excluding taxes (cost plus 10% markup)
(e) any other information relevant or important for the members to take a decision on the proposed resolution.	None

Since the requisite quorum for the Board Meeting held on 30<sup>th</sup> January, 2023 was not attained, the resolution was recommended to the members for their consideration and approval.

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 Company being wholly owned subsidiary of Inventia Healthcare Limited, all members are concerned or interested in this resolution.

However, as per third proviso to Section 188(1) of the Companies Act, 2013, in the event ninety percent or more members, in number, are relatives of promoters or are related parties then that member shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company.

**Mumbai, 30<sup>th</sup> January, 2023**

#### Regd. Office:

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By order of the Board  
Nutriventia Limited



Vishal Shah  
Director

DIN: 05349303

