

**MINUTES OF 4<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NUTRIVENTIA LIMITED HELD ON THURSDAY, 6<sup>TH</sup> JULY, 2023 AT 11.00 AM AT UNIT 703-704, 7<sup>TH</sup> FLOOR, SOLARIS ONE PREMISES CO-OPERATIVE SOCIETY LIMITED, N S PHADKE MARG, ANDHERI (EAST), MUMBAI – 400069 THROUGH VIDEO CONFERENCING MODE**

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Time of Commencement of meeting – 11.00 a.m.

Time of Conclusion of meeting – 11:15 a.m.

**PRESENT (Physically/ through Video Conferencing – ZOOM)**

1. Mr. Vishal Shah – Chairman, Director and Member
2. Mrs. Rajat Shah – Director and Member from Mumbai
3. Mr. Janak Shah – Authorised representative of Inventia Healthcare Limited and Member from Mumbai
4. Mrs. Maya Shah – Member from Mumbai

**INVITEE (Physically/ through Video Conferencing – ZOOM)**

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 9,99,998 (99.9998%) equity shares.

**CHAIRPERSON**

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

Mr. Jinesh Vora informed that 4<sup>th</sup> Extra-Ordinary General Meeting of the members was held through video conferencing (Zoom) in compliance with 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 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. INCREASE IN BORROWING LIMIT**

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

**“RESOLVED THAT** based on the recommendation of Board, in supersession of the resolution No. 2 passed at the 3<sup>rd</sup> Extra-Ordinary General Meeting held on 16<sup>th</sup> March, 2023, 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 520 mn (Indian Rupees Five Hundred and Twenty 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 520 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.”

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

## **2. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Mrs. Maya Shah proposed the following resolution which was seconded by Mr. Vishal Shah as an Ordinary 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 20,000,000/- (Rupees Twenty Million Only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of INR 10/- each (Rupees Ten only) each to INR 90,000,000/- (Rupees Ninety Million Only) divided into 9,000,000 (Nine Million) 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 90,000,000/- (Rupees Ninety Million only) divided into 9,000,000 (Nine Million) 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.”

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

## **3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

Mr. Vishal Shah proposed the following resolution which was seconded by Mr. Janak Shah as a Special Resolution:

**“RESOLVED THAT** based on the recommendation of Board and pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time, and subject to the provisions of the Articles of Association of the Company (AOA), the consent, authority and approval of the members of the Company be and is hereby accorded to:

- i. Issue and allot up to 80,00,000 (Eight Million) equity shares of the Company having a face value of INR 10/- (Rupees Ten only) each aggregating to INR 8,00,00,000/- (Rupees Eighty Million only) by way of preferential allotment to Inventia Healthcare Limited for consideration other than cash at PAR on such terms and conditions contained in private placement offer cum application letter and as may be agreed between the Company and Inventia Healthcare Limited in accordance with the Business Transfer Agreement:

- ii. the draft of share application form, the offer letter for preferential issue in Form PAS-4 as placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved and to issue the same making an offer to Inventia Healthcare Limited to subscribe to the equity shares and that the record of such proposed issue of equity shares to Inventia Healthcare Limited be entered in record maintained by the Company in the manner set out in Form PAS-5 and in such other manner as it may be deemed fit, appropriate or necessary;
- iii. to agree, negotiate and execute such agreements, documents, letter, deeds, etc. as may be appropriate, necessary and/or required to give effect to the proposed issuance of equity shares to Inventia Healthcare Limited and subscriptions thereof along with such modifications / amendments / variations as may be required from time to time;
- iv. to rank pari passu the newly issued equity shares with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- v. to do all such acts, deeds or things as may be deemed appropriate, necessary and/or required to issue and/or allot the equity shares to Inventia Healthcare Limited and/or to give effect to this resolution;

**RESOLVED FURTHER THAT** Mr. Vishal Shah or Mrs. Rajat Shah, Directors of the Company be and is hereby severally authorised to do all such acts including but not limited to finalizing, signing and/ or executing documents, agreements, letters, deeds, declarations, private placement offer cum application letter in the manner set out in the Form PAS-4, PAS-5, etc. including returns and/or reports in 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 including subscription related documents, if any, to be executed by the Company.”

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.**

#### **4. VOTE OF THANKS**

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