

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 4TH EXTRA-ORDINARY GENERAL MEETING OF NUTRIVENTIA LIMITED WILL BE HELD ON THURSDAY, 6TH JULY, 2023 AT 11:00 A.M. AT UNIT 703-704, 7TH FLOOR, SOLARIS ONE PREMISES CO-OPERATIVE SOCIETY LIMITED, N S PHADKE MARG, ANDHERI (EAST), MUMBAI - 400069 THROUGH VIDEO CONFERENCING MODE 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, No. 20/2021 dated 08th December, 2021, No. 3/2022 dated 5th May, 2022 and No. 11/2022 dated 28th December, 2022 issued by Government of India, Ministry of Corporate Affairs, the Company intends to convene 4th 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 4th Extra-Ordinary General Meeting.

The Members who are willing to attend 4th 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 4th 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 4th Extra-Ordinary General Meeting will be made available on the website of the Company i.e. www.nutriventia.com.

SPECIAL BUSINESS:**1. 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 3rd Extra-Ordinary General Meeting held on 16th 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.”

2. 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 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.”

3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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 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.”

Mumbai, 5th July, 2023

Regd. Office:

Unit 703-704, 7th Floor,
Solaris One Premises Co-operative Society
Limited, 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 4th 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 – 06.07.2023 up to the date of the 4th 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.
9. Recorded transcript of the meeting shall be made available on the website of the Company at www.nutriventia.com.
10. Procedure to attend the 4th 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 – Increase in borrowing limit

Material Facts:

At the 3rd Extra-Ordinary General Meeting of the Company held on 16th March, 2023, the members had approved a borrowing limit of INR 200 mn for borrowings by Board of Directors from time to time.

In view of the acquisition of nutraceuticals and food business on slump purchase basis by the Company from Inventia Healthcare Limited being effective from 1st April, 2023, the Company would require funds to meet its operational activities and fulfill its obligation. 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 limit from INR 200 mn to INR 520 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. 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 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 20 mn divided into 2 mn equity shares of INR 10/- each.

It is proposed to increase the authorised share capital of the Company from INR 20 mn to INR 90 mn and proposes to give consequent effect in Memorandum of Association of the Company.

Hence resolution as set out in item no. 2 of this Notice is accordingly recommended for your approval by passing of an Ordinary 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 – Issue of Equity Shares on Preferential Basis

Material Facts:

In view of the acquisition of the nutraceuticals & food business from Inventia Healthcare Limited (“Inventia”) at a consideration of INR 345.00 mn by way :

Issuing Shares (consideration other than cash)	80,00,000 equity shares of INR 10 each to Inventia Healthcare Limited aggregating to INR 80 mn
Cash Consideration	INR 265.00 mn

the Company proposes preferential issue by way of private placement to the extent of INR 80 mn by issue of 80,00,000 (Eighty Lakh) Equity Shares, each bearing a face value of INR 10/- (Rupees Ten only) at a price of INR 10/- (Rupees Ten only) per Equity Share on a preferential basis to Inventia.

Therefore, it is proposed by the Board of Directors (“Board”) at their meeting held on 4th July, 2023 that Equity shares be issued to the proposed allottees by way of a preferential allotment in accordance with Section 62(1)(c) and Section 42 of the Companies Act, 2013 read with the Rule 13 of Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other applicable rules (if any) framed pursuant to the Companies Act 2013, including any statutory modification(s) thereof. The proposed preferential allotment would be for 80,00,000 equity shares at a price of Rs. 10 (Rupees Ten) per Equity Shares aggregating to Rs. 8,00,00,000/- (Rupees Eight Crores Only) other than cash consideration.

The members may note that the issue price per equity shares has been determined pursuant to a valuation exercise undertaken by the Company through an independent third party valuer Mr. Litesh Korshi Gada – Registered Valuer - Securities or Financial Assets (Reg No: IBBI/RV/05/2019/12643), in accordance with the provisions of the Companies Act, 2013. The valuation report is available for inspection by the members of the Company till the conclusion of the General Meeting to be held on 6th July, 2023. The Company offering or making an invitation to subscribe to the equity shares through preferential allotment on private placement basis requires the approval of the Members in the General Meeting. The Board of Directors of the Company at their meeting held on 4th July, 2023 has approved the preferential issue of shares of the Company on private placement basis.

Pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 the material facts and information concerned with and relevant to the issue of such shares to enable the shareholders understand the meaning, scope and implications of the items of business and to take decision thereon are listed herein below -

Sl. No	Subject	Particulars
1.	Total Number of shares to be issued	80,00,000 equity shares
2.	Particulars of the offer including date of passing of Board resolution	80,00,000 equity shares having face value of Rs. 10/- each aggregating to Rs.8,00,00,000/- Board Resolution - 4 th July, 2023



Sl. No	Subject	Particulars
3.	Kind of securities offered and the price at which security is being offered	Equity Shares 80,00,000 equity shares having face value of Rs. 10/- each consideration being other than cash Offer Price Rs. 10/- per share
4.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer.	The price per equity share is in accordance with the valuation certificate obtained by the Company from an independent third party valuer i.e. Mr. Litesh Korshi Gada in accordance with the applicable requirements. The aforesaid valuation certificate is available for inspection of the members and is available at <u>EGM - 06.07.2023</u> Documents
5.	Name and address of the valuer who performed valuation	Mr. Litesh Korshi Gada – Registered Valuer - Securities or Financial Assets (Reg No: IBBI/RV/05/2019/12643) Address of valuer: 702, Bldg 3, Prathamesh Vihar, 90 Feet Road, Near Surbhi Restaurant, Thakur Complex, Borivali East, Mumbai Suburban, Maharashtra - 400066
6.	Amount which the Company intends to raise by way of such securities	8 mn shares to be issued against consideration being other than cash having aggregate value of Rs. 80 mn
7.	Material terms of raising securities	Equity Shares: The equity shares shall rank pari passu with existing Equity Shares of the Company.
8.	Proposed time schedule	Date of Opening Offer: A date next to the date of issue of the private placement offer cum application letter Date of closure of offer: 5 th September, 2023 or the date until which offer if gets extended (whichever is earlier)
9.	Purposes/ objects of offer/ Objects of the issue	Being consideration other than cash – Not Applicable.
10.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The entire offer is being made to Promoter i.e., Inventia Healthcare Limited.
11.	Principle terms of assets being charged as securities	NIL
12.	Price band at/within which the allotment is proposed	Rs 10/- per equity share
13.	Basis on which the price has been arrived at alongwith report of the registered valuer	Basis of Price: As mentioned in Valuation Report dated 4 th July, 2023 given by Registered Valuer



Sl. No	Subject	Particulars
14.	Relevant date with reference to which the price has been arrived at	31 st March, 2023
15.	Class or classes of persons to whom the allotment is proposed to be made	Promoter (Holding Company)
16.	Intention of promoters/directors/key managerial personnel to subscribe to the offer	Inventia Healthcare Limited (Holding Company / Promoter) is being allotted shares towards the consideration for slump sale.
17.	The proposed time within which the allotment shall be completed	Within sixty days from the date of issuance of offer.
18.	Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them,	Inventia Healthcare Limited Pre Private Placement – Equity Holding 10,00,000 equity shares of Rs 10 each – 100% Post Private Placement – Equity Holding 90,00,000 equity shares of Rs 10 each – 100%
19.	Change in control, if any, in the Company that would occur consequent to the preferential offer	As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. Nutriventia Limited will continue to be the wholly owned subsidiary of Inventia Healthcare Limited.
20.	Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price	None. No Preferential issue was conducted during the year.
21.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Slump sale of nutraceutical and food business by Inventia Healthcare Limited to Nutriventia Limited at a consideration of Rs 34,50,00,000/- by way of : <ul style="list-style-type: none"> • Equity Shares - 80,00,000 equity shares of INR 10 each of Nutriventia Limited aggregating to Rs 8,00,00,000/- • Cash Consideration - Rs 26,50,00,000
22.	Pre issue and post issue shareholding pattern of the Company	Provided herein below



The pre issue and post issue shareholding pattern of the company in the following format-
Equity Shares

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of Shares held	No. of Shares held	% of Shares held
A	Promoters Holding				
1	Indian				
	Individual	6*	0.00	6*	0.00
	Bodies Corporate	9,99,994	100.00	89,99,994	100.00
	Sub-total				
2	Foreign Promoters				
	Sub-total (A)	10,00,000	100.00	90,00,000	100.00
B	Non-Promoters Holding				
1	Institutional investors				
2	Non- Institutional investors				
	Private Corporate bodies				
	Directors and relatives				
	Indian public				
	Other [including Non-resident Indians (NRIs)]				
	Sub-total (B)				
	GRAND TOTAL	10,00,000	100.00	90,00,000	100.00

* these shares are held by individuals for and on behalf of Inventia Healthcare Limited

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, 5th July, 2023

Regd. Office:

Unit 703-704, 7th Floor,
Solaris One Premises Co-operative Society
Limited, 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

