

MINUTES OF 5TH EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NUTRIVENTIA LIMITED HELD ON TUESDAY, 7TH NOVEMBER, 2023 AT 10.15 AM 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 (MICROSOFT TEAMS)

Time of Commencement of meeting – 10.15 a.m.

Time of Conclusion of meeting – 10.25 a.m.

PRESENT (Physically/ through Video Conferencing – TEAMS)

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

INVITEE (Physically/ through Video Conferencing – TEAMS)

Mr. Hemendra Shah - CFO of Inventia Healthcare Limited

Mrs. Rupa Desai - GM – Legal & Secretarial of Inventia Healthcare Limited

Mr. Jinesh Vora - AGM – Secretarial of Inventia Healthcare Limited

Number of Members attending through video conference (including authorized representative of members) - 7 representing 90,00,000 (100.00%) equity shares.

CHAIRPERSON

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

Mr. Jinesh Vora informed that 5th Extra-Ordinary General Meeting of the members was held through video conferencing (Microsoft Teams) in compliance with 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, No. 11/2022 dated 28th December, 2022 and No. 09/2023 dated 25th September, 2023 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. Maya Shah as an Special Resolution:

“RESOLVED THAT based on the recommendation of Board, in supersession of the resolution No. 1 passed at the 4th Extra-Ordinary General Meeting held on 6th July, 2023, and pursuant 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 1000 mn (Indian Rupees One Thousand Million only);

RESOLVED FURTHER THAT Mr. Vishal Shah or 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 1000 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 or 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. CREATION OF MORTGAGE – LIMIT

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

“RESOLVED THAT based on the recommendation of the Board, consent of the Company be and is hereby accorded in terms of section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgaging and/or charging or in any manner disposing by the Board of Directors of the Company of all or any of the immovable and/or moveable properties of the Company, whosoever situated, both present and future, or the whole or substantially the whole of the undertaking or undertaking of the Company on such terms, in such form and in such manner as the Board of Directors may think fit, together with power to take over the management of the business and concern of the company in certain events to or in favour of all or any of the following, namely Financial Institutions, State Financial Institutions/ Companies, banks, Insurance Companies, Trustees for holders of debentures and secured lenders or any creditor/lender (hereinafter referred to as ‘the Lenders’) for securing any loans (both rupee loans as well as foreign currency loans) and/or advances already obtained or debts already incurred or that may hereafter be obtained or incurred from any of the Lenders and/or to secure any debentures issued /that may be issued, all financial obligations/commitments and all interest, compound/additional interest, commitment charge, Trustees’ remuneration costs, charges, expenses and all other monies payable by the company to the concerned Lenders, and/or Agents and Trustees for debentures in terms of respective Loan Agreements / Heads of Agreement /Hypothecation agreement / Trustees’ Agreement / Letter of Sanction or other document entered or that may be entered (hereinafter referred to as “the Loans”) provided that the principal amount of the loans (other than temporary loans (including working capital facilities) obtained from the Company’s bankers in the ordinary course of business) shall not exceed the limits set out in resolution passed or that may be passed under Section 180(1)(c) of the Companies Act, 2013 i.e. Rs. 1000 mn (Rupees One Thousand million) only;

RESOLVED FURTHER THAT Mr. Vishal Shah or Mrs. Rajat Shah, Directors of the Company be and are hereby severally authorised to finalise the documents with any of the Lenders, or other persons, for creating aforesaid mortgage / charge and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing the Resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered in the best interest of 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, Chairman confirmed that quorum was present throughout the meeting and all the agenda items had been duly considered and approved by all the members.

3. VOTE OF THANKS

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