

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 5TH EXTRA-ORDINARY GENERAL MEETING OF NUTRIVENTIA LIMITED WILL BE HELD ON TUESDAY, 7TH NOVEMBER, 2023 AT 10.15 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, No. 11/2022 dated 28th December, 2022 and No. 09/2023 dated 25th September, 2023 issued by Government of India, Ministry of Corporate Affairs, the Company intends to convene 5th 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 5th Extra-Ordinary General Meeting.

The Members who are willing to attend 5th 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 5th 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 5th 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. 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.”

2. CREATION OF MORTGAGE – LIMIT

“**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."

Mumbai, 2nd November, 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

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 5th 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 NL EGM – 07.11.2023 up to the date of the 5th 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 5th Extra-Ordinary General Meeting through video conference mode (MICROSOFT TEAMS)

Join a Teams meeting from the app:

- An Invitation from Company (Nutriventia<onlinemeetings@secretarial@nutriventia.com>) to join Microsoft Teams meeting shall be shared on your registered email ID before the 5th 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@secretarial@nutriventia.com>) to join Microsoft Teams meeting shall be shared on your registered email ID before the 5th 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 and 2 – Increase in Borrowing Limit & Creation of Mortgage - Limit

Material Facts:

At the 4th Extra-Ordinary General Meeting of the Company held on 6th July, 2023, the members had approved a borrowing limit of INR 520 mn for borrowings by Board of Directors from time to time.

In view of further requirements of funds to meet its operational activities and fulfill its obligation. It is therefore proposed to increase the limit from INR 520 mn to INR 1000 mn for the total borrowings including current & future borrowings.

In view of increase in borrowings limits, it was required to set limits for creation of mortgage for such borrowings availed, if any.

As per section 180(1)(c), 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.

Since the borrowing limit and Creation of mortgage 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 and 2 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, 2nd November, 2023

Regd. Office:

Unit 703-704, 7th Floor,
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CIN: U15100MH2022PLC383483
Tel: 022-67163000
Email: vishal@nutriventia.com
Website: www.nutriventia.com

By order of the Board
Nutriventia Limited



Vishal Shah
Director
DIN: 05349303

