

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 27<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING OF INVENTIA HEALTHCARE LIMITED WILL BE HELD ON FRIDAY, 25<sup>TH</sup> FEBRUARY, 2022 AT 11.00 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 (MICROSOFT TEAMS) 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 and No. 20/2021 dated 08<sup>th</sup> December, 2021 issued by Government of India, Ministry of Corporate Affairs, the Company intends to convene 27<sup>th</sup> Extra-Ordinary General Meeting through video conference mode. The Company has made all the requisite facilities for members to attend and participate at the 27<sup>th</sup> Extra-Ordinary General Meeting by maintaining social distancing.

The Members who are willing to attend 27<sup>th</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 27<sup>th</sup> Extra-Ordinary General Meeting and mentioned in this Notice, the same can be raised concurrently during the meeting or can be submitted at [rupa.desai@inventiahealthcare.com](mailto:rupa.desai@inventiahealthcare.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 27<sup>th</sup> Extra-Ordinary General Meeting will be made available on the website of the Company i.e. [www.inventiahealthcare.com](http://www.inventiahealthcare.com).

### **SPECIAL BUSINESS:**

- 1. RE-APPOINTMENT OF MR. JANAK SHAH AS CHAIRMAN AND MANAGING DIRECTOR**  
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 the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Janak Shah (DIN: 00019819) as Chairman and Managing Director of the Company who has attained the age of 70 years, for a period of 5 years commencing from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March 2027, at a remuneration not exceeding Rs. 2 mn per month inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time AND THAT he shall not be liable to retire by rotation, on the terms and conditions including payment of remuneration as contained in the draft amendment to service/employment agreement laid before this meeting and initialed by the Chairman for

the purpose of identification with liberty and authority to the Board of Directors to revise the remuneration every year and/or alter and vary the terms and conditions within the applicable provisions of the Companies Act, 2013;

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Chairman and Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

**RESOLVED FURTHER THAT** any one of the Whole-time Directors of the Company be and is hereby authorized to sign and execute agreement / amendment and other necessary papers as regards to the amendment of the Service / Employment Agreement of Mr. Janak Shah, Chairman and Managing Director of the Company and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

## **2. RE-APPOINTMENT OF MRS. MAYA SHAH AS WHOLE-TIME DIRECTOR**

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 the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 196(3), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mrs. Maya Shah (DIN: 00019904) as Whole-time Director of the Company who has attained the age of 70 years, for a period of 5 years commencing from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March 2027, at a remuneration not exceeding Rs. 2 mn per month inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time, on the terms and conditions including payment of remuneration as contained in the draft amendment to service/employment agreement laid before this meeting and initialed by the Chairman for the purpose of identification with liberty and authority to the Board of Directors to revise the remuneration every year and/or alter and vary the terms and conditions within the applicable provisions of the Companies Act, 2013;

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

**RESOLVED FURTHER THAT** Chairman and Managing Director of the Company be and is hereby authorized to sign and execute agreement / amendment and other necessary papers as regards to the amendment of the Service / Employment Agreement of Mrs. Maya Shah, Whole-time Director of the Company and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

### **3. RE-APPOINTMENT OF MR. ANKUR SHAH AS WHOLE-TIME DIRECTOR**

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 the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Ankur Shah (DIN: 01656781) as Whole-time Director of the Company, for a period of 5 years commencing from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March 2027, at a remuneration not exceeding Rs. 1 mn per month inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time, on the terms and conditions including payment of remuneration as contained in the draft amendment to service/employment agreement laid before this meeting and initialed by the Chairman for the purpose of identification with liberty and authority to the Board of Directors to revise the remuneration every year and/or alter and vary the terms and conditions within the applicable provisions of the Companies Act, 2013;

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

**RESOLVED FURTHER THAT** Chairman and Managing Director of the Company be and is hereby authorized to sign and execute agreement / amendment and other necessary papers as regards to the amendment of the Service / Employment Agreement of Mr. Ankur Shah, Whole-time Director of the Company and to do all such acts, deeds, matters and

things including but not limited to filing of requisite application/forms/reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

**4. RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO MRS. RAJAT SHAH FOR HOLDING OFFICE OR PLACE OF PROFIT AS DIRECTOR – INFORMATION TECHNOLOGY AND NUTRIVENTIA**

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 the Nomination and Remuneration Committee, Audit Committee, Board of Directors and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereof, the consent of the Company be and is hereby given for re-appointment and payment of remuneration to Mrs. Rajat Shah, relative of Mr. Janak Shah, Mrs. Maya Shah and Mr. Vishal Shah, Directors of the Company, to hold an office or place of profit, as Director – Information Technology & Nutriventia in the Company, for a period of 5 years with effect from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027, pursuant to the terms and conditions as embodied in the draft amendment to service/employment agreement laid before this meeting and initialed by the Chairman for the purpose of identification, at a remuneration not exceeding Rs. 1 mn per month inclusive of perquisites as applicable;

**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

**RESOLVED FURTHER THAT** Chairman and Managing Director of the Company be and is hereby authorized to sign and execute agreement / amendment and other necessary papers as regards to the amendment of the Service / Employment Agreement of Mrs. Rajat Shah, Director – Information Technology & Nutriventia of the Company and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

**Mumbai, 31<sup>st</sup> January, 2022**

**Regd. Office:**

Unit 703 and 704, 7th Floor,  
Hubtown Solaris, N. S. Phadke Marg,  
Andheri (East), Mumbai 400 069

**CIN:** U24239MH1985PLC037597

**Tel:** 022-67163000

**Email:** [rupa.desai@inventiahealthcare.com](mailto:rupa.desai@inventiahealthcare.com)

**Website:** [www.inventiahealthcare.com](http://www.inventiahealthcare.com)

By order of the Board

**Inventia Healthcare Limited**

**Rupa Desai**

**Company Secretary**

**ACS No. 11843**

**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 27<sup>th</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 25.02.2022](http://EGM 25.02.2022) up to the date of the 27<sup>th</sup> Extra-Ordinary General Meeting.
5. In case of joint holders attending the 27<sup>th</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.

The facility for joining the meeting shall be kept open 15 minutes before and 15 minutes after the scheduled time of the meeting.

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.

In case, poll is demanded during the meeting, members can provide its assent or dissent through their registered e-mail address at [rupa.desai@inventiahealthcare.com](mailto:rupa.desai@inventiahealthcare.com)

Recorded transcript of the meeting shall be made available on the website of the Company at [www.inventiahealthcare.com](http://www.inventiahealthcare.com)

Procedure to attend the 27<sup>th</sup> Extra-Ordinary General Meeting through video conference mode (MICROSOFT TEAMS)

**Join a Teams meeting from the app:**

- An Invitation from Company (Inventia Healthcare <[onlinemeetings@inventiahealthcare.com](mailto:onlinemeetings@inventiahealthcare.com)>) to join Microsoft Teams meeting shall be shared on your registered email ID before the 27<sup>th</sup> 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 (Inventia Healthcare <onlinemeetings@inventiahealthcare.com>) to join Microsoft Teams meeting shall be shared on your registered email ID before the 27<sup>th</sup> 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.
Mrs. Rupa Desai	Company Secretary & Organizer	+91 9821090753

## **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, 2 and 3 – Re-appointment of Mr. Janak Shah as Chairman & Managing Director and Mrs. Maya Shah as Whole-time Director and Mr. Ankur Shah as Whole-time Director**

#### **Material Facts:**

- Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 28<sup>th</sup> April, 2017, had re-appointed Mr. Janak Shah as Managing Director, Mrs. Maya Shah as Executive Director and Mr. Ankur Shah as Executive Director for a period of 5 years with effect from 1<sup>st</sup> April, 2017.
- Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, members at 33<sup>rd</sup> Annual General meeting held on 8<sup>th</sup> June, 2018, had approved the continuation of appointment of Mr. Janak Shah as Chairman and Managing Director upon the attainment of 70 years of age.
- Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, members at 20<sup>th</sup> Extra-ordinary General meeting held on 15<sup>th</sup> September, 2018, had approved the amendment in terms of appointment of Mr. Janak Shah, Mrs. Maya Shah and Mr. Ankur Shah.
- Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, members at 35<sup>th</sup> Annual General meeting held on 10<sup>th</sup> July, 2020, had approved revision in terms of remuneration of Mr. Janak Shah, Mrs. Maya Shah and Mr. Ankur Shah.
- Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, members at 24<sup>th</sup> Extra-ordinary General meeting held on 10<sup>th</sup> August, 2020, had approved execution of new service agreement of Mr. Janak Shah, Mrs. Maya Shah and Mr. Ankur Shah.
- Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, members at 25<sup>th</sup> Extra-ordinary General meeting held on 24<sup>th</sup> November, 2020, had approved the continuation of appointment of Mrs. Maya Shah as Whole-time Director upon the attainment of 70 years of age.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 31<sup>st</sup> January, 2022, have proposed to:

- A. re-appoint the following Directors pursuant to section 196 of Companies Act, 2013 and other applicable provision for a period of 5 years w.e.f. 1<sup>st</sup> April, 2022:
- Mr. Janak Shah (DIN: 00019819) as Chairman and Managing Director
  - Mrs. Maya Shah (DIN : 00019904) as Whole-time Director
  - Mr. Ankur Shah (DIN: 01656781) as Whole-time Director
- B. approve continuation of appointment of Mr. Janak Shah and Mrs. Maya Shah on attainment of 70 years of age pursuant to section 196 (3) of Companies Act, 2013 and other applicable provision
- C. execute amendment to service/employment agreements including the terms of remuneration with Mr. Janak Shah, Mrs. Maya Shah and Mr. Ankur Shah
- D. consider remuneration approved by Board of Directors from time to time as minimum remuneration in case of any loss / inadequate profits in any financial year pursuant to section 197, 198 read with Schedule V of Companies Act, 2013 and other applicable provision.

Brief Profile of Directors, name of Companies in which they hold directorships/ memberships / chairmanships of Board Committees and the Disclosures as prescribed in Secretarial Standards – 2 on General Meeting are as follows:

Sr No	Particulars	Mr. Janak Shah	Mrs. Maya Shah	Mr. Ankur Shah
1	Director Identification Number (DIN)	00019819	00019904	01656781
2	Age	74 years	71 years	44 years
3	Qualification	B. Pharm	B. Pharm	B. Pharm Ph.D. in Pharmacy
4	Experience	He has over 25 years of experience in the pharmaceutical industry.	She has over 25 years of experience in the pharmaceutical industry	He has over 15 years of experience in the pharmaceutical industry
5	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Details are mentioned in the Resolution, Service/ Employment Agreement and Explanatory Statement		
6	Date of first appointment on Board	01.11.1991	27.09.1985	04.07.2008
7	Shareholding in company*	20.26%	14.42%	0.13%
8	Relationship with other Director and KMP	Mrs. Maya Shah-Wife Mr. Ankur Shah-Son	Mr. Janak Shah-Husband Mr. Ankur Shah-Son	Mr. Janak Shah-Father Mrs. Maya Shah-Mother



		Mr. Vishal Shah-Son Mrs. Vaibhavi Shah-Daughter in law Mrs. Rajat Shah-Daughter in law	Mr. Vishal Shah-Son Mrs. Vaibhavi Shah-Daughter in law Mrs. Rajat Shah-Daughter in law	Mr. Vishal Shah-Brother Mrs. Vaibhavi Shah-Wife
9	No. of Board meetings attended during the year	3/3	3/3	3/3
10	Other Directorship, Membership/Chairmanship of Committees of other Boards	NIL	NIL	Inventia Healthcare (UK) Limited – Director Inventia Healthcare LLC – Manager

\*Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder

The Disclosures as prescribed in Schedule – V of Companies Act, 2013 is as follows:

**I. General information:**

1	Nature of industry	The Company is engaged in the business of development, manufacture, sale and marketing of pharmaceutical formulations, nutraceuticals and injectables.
2	Date or expected date of commencement of commercial production	Not applicable, Company is in existence and operations since 1985
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As on 31 <sup>st</sup> March, 2021 Total revenue from Operations – Rs. 5179.53 mn Profit Before Tax – Rs. 751.62 mn Profit After Tax – Rs. 482.32 mn
5	Foreign investments or collaborations, if any.	Foreign Collaboration by the Company: Inventia Healthcare LLC – Subsidiary Company Inventia Healthcare (UK) Limited – Subsidiary Company  Foreign Investment in the Company:

	<p>As on 31<sup>st</sup> December, 2021 – Foreign Investors in the Company are :</p> <p>NYLIM Jacob Ballas India Fund III, LLC who holds 24,44,000 (Twenty Four Lakhs Forty Four Thousand Only) Equity shares i.e. 19.50% shareholding of the Company and</p> <p>India Life Sciences Fund III, LLC who holds 20,88,900 (Twenty Lakh Eighty Eight Thousand Nine Hundred Only) Equity shares i.e. 16.67% shareholding of the Company.</p>
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## II. Information about the Chairman and Managing Director and Whole-time Directors

Sr.No.	Particulars	Janak Shah	Maya Shah	Ankur Shah
1	Background details	Mr. Janak Shah is the Chairman and Managing Director of our Company. He holds a bachelor's degree in pharmacy from the Gujarat University.	Mrs. Maya Shah is a Whole-time Director of our Company. She holds a bachelor's degree in pharmacy from the Gujarat University	Mr. Ankur Shah is a Whole-time Director of our Company. He has completed bachelor's in pharmaceutical sciences from the University of Mumbai and Ph.D. in pharmacy from the University of Iowa.
2	Past remuneration Amount (Rs. in mn)			
	2018 – 2019	12.90	12.54	5.82
	2019 – 2020	14.33	13.90	6.75
	2020 – 2021	11.93	11.60	5.61
3	Recognition or awards	--	--	--
4	Job profile and his suitability	He is responsible for the strategic growth initiatives which include diversification of the ongoing business and exploring new technologies to be used in the manufacturing process	She oversees technical and quality control areas.	He is currently responsible for business development and strategy with focus on current and new business opportunities in our Company.
5	Remuneration proposed	For the period 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2027, the remuneration shall not exceed Rs. 2 mn per month inclusive of perquisite	For the period 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2027, the remuneration shall not exceed Rs. 2 mn per month inclusive of perquisite	For the period 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2027, the remuneration shall not exceed Rs. 1 mn per month inclusive of perquisite
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Directors, remuneration paid to them are commensurate with remuneration of similar senior levels in similar sized domestic companies.		

Sr.No.	Particulars	Janak Shah	Maya Shah	Ankur Shah
	(in case of expatriates the relevant details would be with respect to the country of his origin)			
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He is a Promoter of the Company and holds 25,39,134 Equity shares (i.e. 20.26%) of the Company of Rs. 10/- each	She is a Promoter of the Company and holds 18,07,534 Equity shares (i.e. 14.42%) of the Company of Rs. 10/- each	He is a Promoter of the Company and holds 16,667 Equity shares (i.e. 0.13%) of the Company of Rs. 10/- each

### III. Other information:

1	Reasons of loss	Not Applicable
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

The resolutions as set out in item nos. 1 to 3 of this Notice are accordingly recommended for your approval by passing of Special Resolution(s).

#### **Nature of concern or interest**

Mr. Janak Shah, Mrs. Maya Shah and Mr. Ankur Shah are interested in the above resolution as it concerns their remuneration. None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Vishal Shah, Mrs. Vaibhavi Shah and Mrs. Rajat Shah are concerned or interested in these resolutions.

#### **Item No. 4 – Re-appointment and payment of remuneration to Mrs. Rajat Shah for holding office or place of profit as Director – Information Technology & Nutriventia**

##### **Material Facts:**

Mrs. Rajat Shah holds office or place of profit as Director – Information Technology & Nutriventia for a period with effect from 1<sup>st</sup> May, 2017 to 31<sup>st</sup> March, 2022.

The Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company (“Board”) at their meeting held on 31<sup>st</sup> January, 2022, approved the re-appointment and payment of remuneration payable to Mrs. Rajat Shah to hold an office or place of profit as Director – Information Technology & Nutriventia in the Company, for a period of 5 years with effect from 1<sup>st</sup> April 2022 to 31<sup>st</sup> March, 2027 at a remuneration not exceeding Rs. 1 mn per month inclusive of all perquisites, as applicable.

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 the re-appointment and payment of remuneration to person holding office or place of profit exceeding the limit approved by the members or as stated in the Act.

#### **Brief Profile of Mrs. Rajat Shah**

Mrs. Rajat Shah is the Director (non-Board) of our Company and is responsible for Information Technology & Nutriventia management in our Company. She holds a bachelor’s degree in technology from SNDT Women’s University and a master’s degree in computer science and engineering from the University of Texas at Arlington and a master’s degree in business administration from the Southern Methodist University, Texas. She has experience in the field of Information Technology. She received the “Pharma IT Award” at the Pharma Innovation and Technology Summit, 2017 and an award from the SNDT Women’s University in 2015 for distinguished accomplishments. She joined our Company on August 3, 2012.

Hence Ordinary resolution at Item No. 4 of the notice is proposed for your approval.

#### **Nature of concern or interest**

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Janak Shah, Mrs. Maya Shah and Mr. Vishal Shah relatives of Mrs. Rajat

Shah are concerned or interested in this resolution. Mrs. Rajat Shah is wife of Mr. Vishal Shah and Daughter in law of Mr. Janak Shah & Mrs. Maya Shah.

By order of the Board  
**Inventia Healthcare Limited**

**Rupa Desai**  
**Company Secretary**  
**ACS No. 11843**

**Regd. Office:**

Unit 703 and 704, 7th Floor,  
Hubtown Solaris, N. S. Phadke Marg,  
Andheri (East), Mumbai 400 069

**CIN:** U24239MH1985PLC037597

**Tel:** 022-67163000

**Email:** rupa.desai@inventiahealthcare.com

**Website:** [www.inventiahealthcare.com](http://www.inventiahealthcare.com)