

## NOTICE

NOTICE is hereby given that the 17<sup>th</sup> Extra-Ordinary General Meeting of **Inventia Healthcare Private Limited** will be held on Monday, 27<sup>th</sup> February, 2017 at 11.00 a.m. at the Registered Office of the Company at Unit 703 and 704, 7<sup>th</sup> Floor, Hubtown Solaris, N S Phadke Marg, Andheri (East), Mumbai 400 069 to transact the following businesses:-

### SPECIAL BUSINESS:

1. To consider and if deemed fit, pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereof, consent of the Company be and is hereby given for re-appointment and payment of remuneration to Mr. Vishal Shah, relative of Mr. Janak R. Shah, Mrs. Maya J. Shah and Mr. Ankur J Shah, Directors of the Company, to hold an office or place of profit, as a Director – Operations, in the Company, for a period with effect from 1<sup>st</sup> February, 2017 to 31<sup>st</sup> March, 2021, pursuant to the terms and conditions as embodied in a draft appointment letter, at a remuneration not exceeding Rs.5,00,000/- per month inclusive of perquisites as applicable;

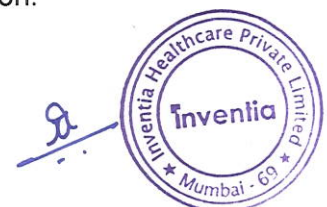
**RESOLVED FURTHER THAT** the Board of Directors and/or Mr. Janak Shah, Managing Director of the Company be and is hereby jointly and/or severally authorized to give effect to such modification to the appointment /remuneration or the scale or any other perquisites payable within the aforesaid limit as they may deem fit and proper from time to time;

**RESOLVED FURTHER THAT** any one of the Managing Director / Executive Directors of the Company be and is hereby authorized 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. To consider and if deemed fit, pass with or without modification(s) the following resolution as a Special Resolution:

**RESOLVED THAT** in supersession of the resolution passed at the 29<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> June, 2014, pursuant to section 180 (1) (c) and other applicable provisions of the Companies Act, 2013 consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (including its Committee thereof) to borrow from time to time any sum or sums of monies on such terms and conditions and with or without security as the Board of Directors (including its Committee thereof) may think fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), will or may exceed the aggregate of the paid up capital of the Company and its free reserves, but that the total amount upto which monies borrowed / to be so borrowed under the said clause shall not at any time exceed Rs. 175 crores (Rupees One Hundred and Seventy Five Crores) only;

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.



3. To consider and if deemed fit, pass with or without modification(s) the following resolution a Special Resolution:

**RESOLVED THAT** in supersession of the resolution passed at the 29<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> June, 2014, 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 (including its Committee thereof) 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 175 crores (Rupees One Hundred and Seventy Five Crores) only.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to finalise with any of the Lenders, or other persons, jointly or severally the documents 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 by the Board of Directors (including its Committee thereof) to be in the best interest of the Company."

By order of the Board  
Inventia Healthcare Private Limited

*R. D. Desai*  
Rupa Desai  
Company Secretary



Mumbai, 2<sup>nd</sup> February, 2017

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

Notes:

1. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Statement to be annexed to the Notice pursuant to the Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the General Meeting is attached.
3. Shareholders are requested to register their e-mail address (if not provided earlier) and changes if any, therein, to enable the Company to send all communications to shareholders in electronic mode.
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements or as required under the Companies Act, 2013 are open for inspection by the Shareholders at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.

**ANNEXURE TO NOTICE**

Statement to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013

**ITEM NO.1 – RELATED PARTY TRANSACTION - RE-APPOINTMENT OF MR. VISHAL SHAH, HOLDING OFFICE OR PLACE OF PROFIT**

**Material Facts**

Mr. Vishal Shah is a relative of Mr. Janak Shah, Mrs. Maya Shah and Mr. Ankur Shah, Directors of the Company.

He held office or place of profit in the Company till 31<sup>st</sup> January, 2017 at a remuneration not exceeding Rs 5,00,000/- per month inclusive of perquisites.

Upon the recommendation of the Audit Committee and Compensation Committee, the Board of Directors at their meeting held on 2<sup>nd</sup> February, 2017, have re-appointed Mr. Vishal Shah under section 188 and other applicable provisions, if any of Companies Act 2013 and rules thereof, to hold office or place of profit for a period with effect from 1<sup>st</sup> February, 2017 to 31<sup>st</sup> March, 2021 at a remuneration not exceeding Rs. 5,00,000/- per month inclusive of perquisites, subject to the approval of the shareholders.

Hence Special resolution at Item No. 1 of the notice is proposed for your approval.

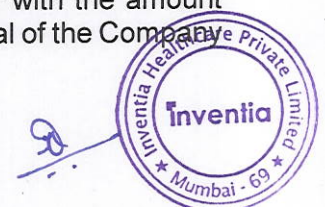
**Nature of concern or interest**

The resolution is required to be passed as a Special Resolution and none of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Janak R. Shah, Mrs. Maya J. Shah and Mr. Ankur J. Shah relatives of Mr. Vishal Shah are concerned or interested in this resolution.

**ITEM NO.2 – INCREASE IN BORROWINGS LIMITS**

**Material Facts**

Section 180 (1) (c) of the Companies Act, 2013 requires that the Directors of the Company to obtain the consent of the members by passing Special Resolution in the general meeting to enable them to borrow monies where the amount to be borrowed together with the amount already borrowed by the Company exceed the aggregate of the paid up capital of the Company and its free reserves.



The shareholders at the 29<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> June, 2014 had restricted the borrowings to Rs 100 crores.

In view of the requirements of the Company, the limit for monies borrowed / to be so borrowed under the said section was proposed to be increased from Rs 100 crores to Rs 175 crores (Rupees One Hundred and Seventy Five Crores) only.

Hence, in order to authorize Board of Directors (including its Committee thereof) to borrow monies from time to time within the limit of Rs 175 crores, a Special resolution at Item No. 2 of the notice is proposed for your approval.

**Nature of concern or interest**

The resolution is required to be passed as a Special Resolution and 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 – INCREASE IN CREATION OF CHARGE LIMITS**

**Material facts**

The shareholders at the 29<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> June, 2014 had authorized limit of Rs 100 crores creation of charge in line with the borrowing limits sanctioned.

As the Company proposes to increase the borrowings limits from Rs 100 crores to Rs 175 crores, it is proposed to increase the limits for creation of charge also from Rs 100 crores to Rs 175 crores.

Hence, in order to authorize Board of Directors (including its Committees thereof) to create charge or mortgage from time to time a Special resolution at Item No. 3 of the notice is proposed for your approval.

**Nature of concern or interest**

The resolution is required to be passed as a Special Resolution and none of the Directors / Key Managerial Personnel / any relatives of Directors or Key Managerial Personnel are concerned or interested in this resolution.

By order of the Board  
Inventia Healthcare Private Limited

*R. D. Desai*

Rupa Desai  
Company Secretary



Mumbai, 2<sup>nd</sup> February, 2017

Regd. Office:  
Unit 703 and 704, 7<sup>th</sup> Floor,  
Hubtown Solaris, N S Phadke Marg,  
Andheri (East), Mumbai 400 069



Form No. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN of Company **U24239MH1985PTC037597**  
 Name of Company **Inventia Healthcare Private Limited**  
 Address of its Registered Office **Unit 703 And 704, 7th Floor, Hubtown Solaris,  
 N. S. Phadke Marg, Andheri (East), Mumbai-400069**

Name of the shareholder(s)
Registered address
E-mail Id
Folio No / Client ID
DP ID

I/We, being the shareholder(s) of .....shares of the above named company, hereby appoint :

- Name .....  
 Address .....  
 Email id ..... Signature ..... Or failing him
- Name .....  
 Address .....  
 Email id ..... Signature ..... Or failing him
- Name .....  
 Address .....  
 Email id ..... Signature ..... Or failing him

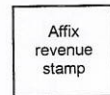
As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Extra-Ordinary General Meeting of the Company to be held on **Monday, the 27th Day of February, 2017 at 11.00 am at Unit 703 & 704, 7th Floor, Hubtown Solaris, N S Phadke Marg, Andheri (East), Mumbai 400 069** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resol. No	Type of Resolution	Resolutions
		Special Business
1	Special Resolution	Re – appointment and payment of remuneration to Mr. Vishal Shah, Director - Operations, holding office or place of profit
2	Special Resolution	Increase in Borrowing limits
3	Special Resolution	Increase in Creation of charge limits

Signed this .....day of ..... 2017

Signature of shareholder

Signature of Proxy holder(s)



**Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

