

NOTICE

NOTICE is hereby given that the 18th Extra-Ordinary General Meeting of INVENTIA HEALTHCARE PRIVATE LIMITED will be held on Friday, 22nd June, 2018 at 11.30 am. at the Registered Office of the Company at Unit 703 and 704, 7th 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 Sections 13, 14 and 18 and all other applicable provisions of the Companies Act, 2013, as amended, read with the Companies (Incorporation) Rules, 2014, as amended, including any statutory modification or re-enactment thereof, for the time being in force, subject to such approval of the Central Government, and such other appropriate authorities, as may be prescribed, the consent of the Board of Directors and members of the Company be and is hereby accorded for the conversion of the Company from a private limited company into a public limited company and subsequently the name of the Company be and is hereby changed from ‘Inventia Healthcare Private Limited’ to ‘Inventia Healthcare Limited’, by deletion of the word ‘Private’ before the word ‘Limited’ from the name of the Company;

RESOLVED FURTHER THAT the Memorandum and Articles of Association of the Company be amended to change the name of the Company from ‘Inventia Healthcare Private Limited’ to ‘Inventia Healthcare Limited’, appearing wherever in the Memorandum and Articles of Association, respectively;

RESOLVED FURTHER THAT any one of the Managing Director and/or Executive Directors and/or Company Secretary of the Company be and is hereby authorised to take all such steps and actions necessary and incidental thereto and to make all such filing and registrations as may be required to give effect to the resolution and to obtain approval of the members.”

2. 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 61(1)(a) of the Companies Act, 2013, and other applicable provisions, if any, the Authorised Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.



25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten only) ranking pari passu with the existing shares in the Company;

RESOLVED FURTHER THAT the existing Clause V (a) and (b) of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place the following Clause V be substituted:

Clause V

"The Authorized Share Capital of the company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, the existing Article 3(a), (b) and (c) of the Articles of Association of the Company be and is hereby deleted and in its place the following Article 3 be substituted therefore:

Article 3

"The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time."

RESOLVED FURTHER THAT any one of the Managing Director and/or Executive Directors and/or Company Secretary of the Company be and is hereby authorised to take all such steps and actions necessary and incidental thereto and to make all such filing and registrations as may be required to give effect to the resolution and to obtain approval of the members."

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

"RESOLVED THAT pursuant to the provisions of Section 63 of the Companies Act, 2013 read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto and re-enactment thereof for the time being in force) and any other provisions of the act applicable thereof, if any and subject to the Memorandum and Articles of Association and on recommendations of the Board of Directors of the Company, consent of the Board and members of the Company be and is hereby accorded for capitalization of sum of Rs.2,61,10,000 standing to the credit of Security Premium, for the purpose of issue of bonus shares of Rs. 10 each credited as fully paid up shares to the holders of the existing equity shares of the company, whose name appears in the register of members maintained by the company on the date of Extra-Ordinary General Meeting, in proportion to 3 equity shares held by member 1 equity share shall be issued;



RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on the date of Extra-Ordinary General Meeting and shall always be subject to terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things as maybe necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

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

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, as amended, and the rules made there under, as amended, the Articles of Association of the Company be and are hereby altered and the revised Articles of Association, a copy of which has been placed before the meeting, duly initialled by the Chairman of the meeting, be and are hereby approved and adopted as the Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT any one of the Managing Director and/or Executive Directors and/or Company Secretary of the Company be and is hereby authorised to take all such steps and actions necessary and incidental thereto and to make all such filing and registrations as may be required to give effect to the resolution and to obtain approval of the members.”

By order of the Board
Inventia Healthcare Private Limited

R. A. Desai
Rupa Desai
Company Secretary



Mumbai, 15th June, 2018

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

Notes:

1. A MEMBER 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 MEMBER 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 18th Extra-Ordinary General Meeting is attached.
3. Members 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 Members 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 Members 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 – Conversion from private limited to public limited company

Material Facts

The Company was incorporated on 27th September 1985 as Ankur Pharmaceuticals Private Limited. Thereafter the name of the Company was changed, in 2002 from Ankur Pharmaceuticals Private Limited to Themis Laboratories Private Limited and again in 2009 from Themis Laboratories Private Limited to Inventia Healthcare Private Limited.

The Board at its meeting held on 15th June, 2018 resolved to change the status of the Company from private limited company to a public limited company, subject to the approval of the members of the Company in a General Meeting and the Central Government.

Conversion from private limited to public company is proposed to expand its business activities and tap public markets for funding requirements. Accordingly, it is required to convert itself in to a public company.

Pursuant to the provisions of Section 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, approval of the members of the Company at a General Meeting



is required by a Special Resolution, for conversion of the Company into a Public Limited Company (by deleting the word 'Private' wherever it appears in Memorandum and Articles of Association of the Company).

Accordingly, to facilitate the conversion of the Company from Private Limited to Public Limited and the change in the name of the Company from "**Inventia Healthcare Private Limited**" to "**Inventia Healthcare Limited**", the Special resolution at item no. 1 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, are concerned or interested in this resolution except to the extent of their shareholding in the Company.

Item No.2 – Increase in authorised share capital from Rs 10 crores to Rs 25 crores

Material Facts

The Current Authorized Capital of the Company is **Rs.10,00,00,000/- (Rupees Ten Crores only)** and the paid up share capital of the Company is Rs.7,83,30,000 (Rupees Seven Crores Eighty Three Lakhs Thirty Thousand only).

The Company proposes to increase its authorized share capital to **Rs.25,00,00,000/- (Rupees Twenty Five Crores only)** to facilitate the bonus issue which is being proposed and any other fund raising in future.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association.

Hence 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 of the Company and their relatives, are concerned or interested in this resolution except to the extent of their shareholding in the Company.

Item No.3 – Bonus Issue

Material Facts

The Board of Directors at its meeting held on 15th June, 2018 recommended the issue of Bonus Shares by capitalising a sum of Rs.2,61,10,000 standing to the credit of Security Premium, by issue Bonus Shares of Rs. 10 each to the existing members of the Company as



on the date of Extra-Ordinary General Meeting in proportion to 3 equity shares held by member 1 equity share shall be issued .

Hence Ordinary 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 an Ordinary Resolution and none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in this resolution except to the extent of their shareholding in the Company.

Item No.4 – Adoption of new Articles of Association

Material Facts

In view of the conversion from private limited company to public limited company, increase in authorised share capital of the Company and new Companies Act 2013, it is proposed to amend the existing Articles of Association of the Company and adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Members by way of Special Resolution. Hence Special resolution at Item No. 4 of the notice is proposed for your approval.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

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, are concerned or interested in this resolution except to the extent of their shareholding in the Company.

By order of the Board
Inventia Healthcare Private Limited

R. D. Desai
Rupa Desai
Company Secretary



Mumbai, 15th June, 2018
Regd. Office:
Unit 703 and 704, 7th Floor,
Hubtown Solaris, N S Phadke Marg,
Andheri (East), Mumbai 400 069

INVENTIA HEALTHCARE PRIVATE LIMITED

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

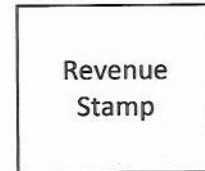
☐Tel: +91 22 67163000 ☐Fax: +91 22 6716 3100 ☐Website:inventiahealthcare.com
☐CIN: U24239MH1985PTC037597

ATTENDANCE SLIP

I/We _____ of _____ being a Member / proxy
for the Member of the Company hereby record my / our presence at the 18th Extra-Ordinary
General Meeting of the Company to be held on Friday, 22nd June, 2018 at 11.30 am.

Signed this day of 2018

Member : Folio No. : No of shares :
DP ID : Client ID :



Signature of Member / proxy

Note : Please fill up this attendance slip and hand it over at the meeting.



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 Member(s)
Registered address
E-mail Id
Folio No / Client ID
DP ID

I/We, being the Member(s) ofshares 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 18th Extra-Ordinary General Meeting of the Company to be held on Friday, 22nd June, 2018 at 11.30 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	Conversion from private limited to public limited company
2	Special Resolution	Increase in authorised share capital
3	Ordinary Resolution	Bonus Issue
4	Special Resolution	Adoption of new set of Articles of Association

Signed thisday of 2018

Affix Revenue stamp

Signature of Member

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.

