

NOTICE CONVENING 15TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HEALTHY BIOSCIENCES PRIVATE LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 986, SECTOR 82, JANTA INDUSTRIAL ESTATE, MOHALI 160062, PUNJAB ON MONDAY, THE 21ST AUGUST, 2023, AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS(S):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Auditors and the Board of Directors thereon.
2. **TO APPOINT M/S. NARINDER KUMAR AND COMPANY AS STATUTORY AUDITORS OF THE COMPANY FROM FINANCIAL YEAR 2023-24 TO FINANCIAL YEAR 2027-28**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, M/s. Narinder Kumar and Company, Chartered Accountants (Firm's Registration No. 0030737N), be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the year 2028, on such remuneration including out-of-pocket expenses and other expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS(S):

3. **TO REGULARISE THE APPOINTMENT OF MR. JASJOT SINGH (DIN: 01937631) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), Mr. Jasjot Singh (DIN: 01937631), who was appointed as an Additional Director on 26th July 2023, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

4. TO APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY FOR FINANCIAL YEAR 2023-24

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, an approval of members be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party within the meaning of Section 2(76) of the Act, for purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature subject to the maximum limit of not exceed Rs. 20 Crores (Rupees Twenty Crores Only) during the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and the same is in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under the above resolution to any Committee of Directors of the company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

5. TO KEEP REGISTERS AND RETURNS AT THE CORPORATE OFFICE OF THE COMPANY

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including any amendments thereto for the time being in force, the Statutory Registers, records required to be maintained by the Company under Section 88 and the returns required to be filed under Section 92 of the Companies Act, 2013, be kept and maintained at the Company’s Corporate Office Situated at D-118, Industrial Area, Phase 7, Mohali-160055, Punjab w.e.f 22.08.2023.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

6. TO APPROVE CONVERSION OF THE COMPANY INTO PUBLIC LIMITED COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the Provisions of Sections 13, 14 and 18 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 as amended from time to time including any statutory modification or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for the conversion of Company from Private Limited Company into Public Limited Company and subsequently the word “Private” be deleted from the name ‘Healthy Biosciences Private Limited’ and the same be read as ‘Healthy Biosciences Limited’.”

“RESOLVED FURTHER THAT the Clause (“1”) of the Memorandum and Articles of Association of the Company be and is hereby amended/ altered by substituting the existing name wherever appearing therein with the name as ‘Healthy Biosciences Limited’ respectively.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary proper or desirable or incidental thereto.”

7. TO AMEND THE MAIN OBJECT CLAUSE (IIIA) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 4 and 13 of the Company Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to requisite approval of Central Government powers delegated to the Registrar of Companies, Punjab and Chandigarh , the consent and approval of the members of the Company be and is hereby accorded to alter by substituting new clauses in the Main Object clause i.e Clause III(A) of the Memorandum of Association of the company mentioned below:

A. Clause III(A) - ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1. To carry on the business of manufacturing, processing, distilling, compounding, acquiring, buying, selling, importing, exporting and dealing in all enzyme products from animal, microbial, Plant sources and products from fish sources, vegetable and herb extracts, agricultural products and agriculture residues.**
- 2. To carry on the business of manufacturers, dealers, importers, exporters, distributors, brokers, processors, stockiest, agents and or otherwise to deal in all types of animal feed, cattle feed, sheep feeds, poultry feed, pig feed, camel feed, aqua feed, feeds concentrate, feed premixes, supplementary feeds, additives, compounded or mixed feed, minerals, vitamins, protein food etc, sugar, glucose, starch fattening preparations of every description, artificial manures and fertilisers, oil cake crushers, seed crushers, oil extractors, oil Expeller, ginners, treacle manufacturers, feed specials, cake and meal**

merchants, millers, bakers, chemists and seed corn grain, flour, hay, straw, flax cotton and oil merchants and/or to utilise, work up and deal in glue products or residue resulting from any of the company's manufacturing and operations.

- 3. To Cultivate, crush, utilize, buy, sell and deal in all seeds, agriculture produce, forest and non forest plants, trees of every description.*
- 4. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade in all kinds of Bulk Drugs (API), pharmaceutical formulation, antibiotics, drugs, medicines, biological, nutraceuticals, IV Fluids parenteral water for injections and dietary supplement products, veterinary medicines and tinctures extracts and to carry on the business of bottling, repacking, processing of tablets, capsules, injections, syrups, ointments, etc and also to carry on the business of buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products.*
- 5. To conduct research, development, in all kinds of bulk drugs, pharmaceuticals of every description, and / or demonstrate, application, biotechnological and biochemical processes and perform contract research in order to contribute to innovative process of technology development to put in continuous efforts in discovering and developing new products like diagnostic kits, vaccines, medicinal plants and extracts and active ingredients, industrial enzymes, biotech and medicinal formulations, nutrients, biopesticides, bioinsecticides, enzymes, and all types of animal feeds products and services.*
- 6. To act as technical consultants, managers, advisors in the field of manufacture of pharmaceuticals and medicines etc.*
- 7. To carry on the business of agriculture, plantation, growers, manufacturers, traders, cultivators, distributors, importers, exporters of agriculture produce of all descriptions like seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits, vegetable, seeds, all types of cereal, grains, pulses, food crops and herbal products and to undertake the activities for its processing, import, export, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipments and to provide support services.*
- 8. To cultivate, grow, produce or deal in Bamboo Plantation, wooden and forest plants, agriculture produce and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers not limited to corn, hay, straw, seeds , feed stock for animals and dealers of agriculture produce and setting up ancillary production plants to utilize agriculture produces.*
- 9. To plant, grow, cultivate, produce and raise plantations of all kinds or varieties of forest and non forest plants, trees and crops and natural products of any kind and other agricultural or horticultural crops, oil seed plants, edible and non edible energy crops, medicinal or aromatic plants to be used in manufacturing of all kinds of animal feed and feed supplements.*
- 10. To set up Laboratory for all types of Animal Feed and feed supplements including physical and chemical tests as well as microbiological and mycotoxicological chemical tests of animal feed and feed supplements, animal feed mixtures, vitamin and mineral pre-mixtures, animal feeding stuffs of vegetal, animal and mineral origin, fats used in animal nutrition and biological samples.*

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it

may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

8. TO ALTER CLAUSE III(B) OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for time being in force), and the rules framed thereunder and subject to the approval of the Registrar of Companies, Punjab and Chandigarh, the consent and approval of the members be and is hereby accorded to amend and adopt the Objects Ancillary or Incidental to the Attainment of the Main Objects of Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT Clause III (B) of Memorandum of Association be and is hereby altered and substituted with the following;

(B) Matters which are necessary for furtherance of the objects specified in clause III(A) are:

- 1. To receive contract amount in foreign currencies & repatriate the amount outside India.***
- 2. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.***
- 3. To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise***
- 4. To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary including contracts entered into by the Company.***
- 5. To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.***
- 6. To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.***
- 7. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, shades, offices, guest houses, employee accommodation, godowns, or other structures for housing and carrying on the businesses of the***

Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.

- 8. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.*
- 9. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.*
- 10. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.*
- 11. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.*
- 12. To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.*
- 13. To adopt such means of making known the articles, goods, products, appliances Manufactured or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.*
- 14. To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.*
- 15. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.*
- 16. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.*
- 17. To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.*
- 18. To carry on research and development activities on all aspects related to the business and objects of the Company.*

- 19. To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.**
- 20. To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.**
- 21. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lump-sum or installments or fees or royalties.**
- 22. To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or installments or fees or royalties or through any other arrangement.**
- 23. To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.**
- 24. To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.**
- 25. To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.**
- 26. To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.**
- 27. To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.**

- 28. To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependants of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.**
- 29. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.**
- 30. To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are likely in any manner to facilitate the conduct of the Company's business.**
- 31. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immoveable property including lands, buildings, and flats of any description in India or elsewhere.**
- 32. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.**
- 33. To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.**
- 34. To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company.**
- 35. To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.**
- 36. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.**
- 37. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such**

other negotiable instruments of all types or by taking credit in or opening current accounts or overdraft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

38. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

9. TO DELETE CLAUSE III(C) I.E. OTHER OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, the consent and approval of the members of the company be and is hereby accorded to delete the Other Object Clause i.e. clause III (C) of the Memorandum of Association of the company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

10. TO ALTER THE LIABILITY CLAUSE (IV) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 4, 13 and other applicable provisions, if any of the companies Act, 2013 and rules framed thereunder, including any modification(s) thereto or reenactment thereof for the time being in force, subject to the approval of the competent authority, the consent of the members of the company be and is hereby accorded to alter the clause IV i.e liability clause of the memorandum of association of the company by substituting the existing clause IV with the following:

IV: The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

11. TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provision of Section 14 and all other applicable provisions, if any of the companies act, 2013 and rules framed thereunder, including any modification(s) thereto or reenactment thereof for the time being in force, subject to the approval of the competent authority the consent and approval of the members of the Company be and is hereby accorded to adopt the new set of Articles of Association in substitution of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

12. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO AMEND THE CAPITAL CLAUSE (V) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Articles of Association and Section 13, 61 & 64 of the Companies Act, 2013 and other applicable provisions, if any, (including any Statutory modification or re-enactment thereof for the time being in force), the consent and approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each by creation of additional (new) 60,00,000 Equity Shares of Rs. 10/- each ranking pari-passu with the existing shares of the company.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 13 of the Companies Act, 2013 the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts and deeds as it may deem fit and appropriate and as may be necessary to settle any question, difficulty or doubt that may arise in regard to the said resolution.”

By Order of the Board of Directors
Healthy Biosciences Private Limited

Place: Mohali
Date: 26.07.2023

Sd/-
Divya Taneja
M.No: A67576
Company Secretary

NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy shall
 - a) Be in writing and
 - b) Be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
3. A person can act as proxy on behalf of the member not exceeding Fifty (50) and holding in aggregate not more than 10% of the total share capital carrying voting rights.
4. A member holding more than 10% of the total share capital carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate members to authorize representative to attend the meeting through resolution.
6. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
7. All the documents including registers of Directors and KMP's and their shareholding (section 70), Register of contracts and arrangements(Section 189), Register of members and share transfer Book etc. are open for inspection during the business hours of the Company on all working days except Sundays and public Holidays at the registered office of the Company from 14th August, 2023 till the conclusion of Annual General Meeting.
8. Every member entitled to vote at the meeting of the company may inspect the proxies lodged at time during the business hours of the company provided not less than Three (3) days' notice in writing of the intention to do so is given to the company.
9. Members are requested to bring the attendance slips alongwith their copies of the Notice to the meeting.
10. Member who wishes to update or register their email addresses with the company may contact the Company at healthybiosciences118@gmail.com.

By Order of the Board of Directors
Healthy Biosciences Private Limited

Place: Mohali
Date: 26.07.2023

Sd/-
Divya Taneja
M.No: A67576
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

i) ITEM NO. 3:

TO REGULARISE THE APPOINTMENT OF MR. JASJOT SINGH (DIN: 01937631) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY

The members are informed that the Board of Directors of the Company had appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Jasjot Singh as an Additional Director of the Company with effect from 26th July 2023. As per the provisions of Section 161(1) of the Act, Mr. Jasjot Singh holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

Therefore, the Board has decided to place the matter of regularization of appointment of Mr. Jasjot Singh as a Director, before the shareholders' for their approval. The Board considers that his association would be of immense benefit to the Company as he can manage and control the affairs of the company efficiently.

A brief profile of Mr. Jasjot Singh and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned below:

S.NO.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Jasjot Singh as Director of the Company subject to approval of the members at the ensuing General Meeting
2.	Date of Appointment	26/07/2023
3.	Category	Promoter/ Non-Executive Director
4.	Brief Profile/Expertise	He is having is having more than 13 years of experience in the field of domestic, Finance, Taxation as well as in the global Business Scenario. He is a leading entrepreneur in domestic cattle feed supplements, Finance, Taxation. He has worked with Healthy Biosciences Pvt. Limited, venture with Patanjali Research Center. He has also set up a factory unit for manufacturing of cattle feed in Khanna, Punjab and served in the growth of the business.
5.	Qualification	He is qualified as Master in Business Administration (MBA) in Finance from Oxford University, U.K.

6.	List of other companies in which Directorship is held as on 26.07.2023	PUNJAB BIOTECHNOLOGY PARK LIMITED (CIN: U01100PB2004PLC027542) AJOONI BIOTECH LIMITED (CIN: L85190PB2010PLC040162) GILBERT KASALI PRIVATE LIMITED (CIN: U55101HP2023PTC010270)
7.	Chairman/ Member of The Committee of The Board Of the Other Companies	Ajooni Biotech Limited: Right Issue Committee
8.	Equity Shares held in the Company	Nil
9.	Disclosure of relationships between existing directors and new director	Not related to any director

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ii) ITEM NO. 4:

TO APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY FOR FINANCIAL YEAR 2023-24

Your Company is interested in providing goods and services to the said parties mentioned below on such terms and conditions as mentioned hereunder and as may be mutually agreed between the parties at arm's length price. The proposed transactions will be based on actual price. The total value of the proposed transaction(s) could reach Rs. 20 Crores during financial year 2023-24 in aggregate which will be carried out at Arm's Length price and in the ordinary course of business transaction.

Whereas, Section 188 of the Companies Act, 2013 and the applicable Rules framed there under provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2023-24.

Related Party disclosures are required under the Accounting standard (AS-18) on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below: -

S. No.	Name of the Related Party	Nature of Relation	Nature of Transactions
01	M/s Ajooni Biotech Limited	Mr. Gursimran Singh, being Common Director of Ajooni Biotech Limited and Punjab Biotechnology Park Limited	Contract for purchase & sale of goods shall be on a continuous basis/ Inter-corporate loans and advances/ Rent received or paid
02	Mr. Gursimran Singh	Common Director of Ajooni Biotech Limited and Healthy Biosciences Private Limited	Expenses incurred/ Rent paid/ received on our behalf or any repayment made/ Unsecured Loans and advances from Directors
03	Mr. Jasjot Singh	Common Director of Ajooni Biotech Limited and Healthy Biosciences Private Limited	Expenses incurred/ Rent paid/ received on our behalf or any repayment made/ Unsecured Loans and advances from Directors
04	M/s Khanna Solvex	Common Partner/Director of Healthy Biosciences Private Limited and Khanna solvex	Expenses incurred/ Rent paid/ received on our behalf or any repayment made/ Unsecured Loans and advances from Directors
05	M/s Punjab Biotechnology Park Limited	Common Director of Punjab Biotechnology Park Limited and Healthy Biosciences Private Limited	Expenses incurred/ Rent paid/ received on our behalf or any repayment made/ Unsecured Loans and advances from Directors

Thus, the approval of members is required to enter into such transactions. The Board of Directors recommends passing of the resolution as set out at item number 4 of the notice as an Ordinary Resolution.

iii) ITEM NO. 5:

TO KEEP REGISTERS AND RETURNS AT THE CORPORATE OFFICE OF THE COMPANY

In the interest of operational and administrative convenience, company proposes to keep and maintain the Statutory Register, records and copies of Annual Returns at the corporate office of the Company situated at D-118, industrial area, Phase-7, Mohali-160055, Punjab. Whereas, the provisions of Section 94 of the Companies Act, 2013, requires the consent and approval of the members of the company to keep the Statutory Register, records and copies of Annual Returns at the corporate office of the Company at a place other than its registered office.

The Board recommends the passing of the special resolution as set out under Item 5 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 5 of the Notice.

iv) ITEM NO.6:

TO APPROVE CONVERSION OF THE COMPANY INTO PUBLIC LIMITED COMPANY

As the shareholders are aware that the Company was incorporated on 26.06.2008 as a private Limited Company keeping in view the then financial projections. Whereas, it is expected that the company shall expand its operational and business activities at a macro level. Whereas, in order to meet the proportional expenditure on expansion, your Board of Directors has planned to increase the equity base of the company by issuing further shares to the public. On the other hand, the company being private limited is restricted to issue and allot shares of the Company to a limited number and not to the public, in order to enable the company to issue further shares to the public, you Board has recommended to convert the company into a public limited company.

Whereas, as per the provisions of Section 14(1) and other applicable provisions of Companies Act, 2013, consent and approval of the Members is required by way of passing a special resolution for converting the company from private limited to public limited.

Therefore your directors recommends the passing of a special resolution as set out under Item No 6 of the Notice by the members.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 6 of the Notice.

v) ITEM NO.7

TO AMEND THE MAIN OBJECT CLAUSE (IIIA) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The members are informed that in order to diversify the Company's present operations and to avail the opportunity at local and global level, the Company is planning to expand its business activities in line with the business activity i.e Manufacturing of Animal Feed and Feed Supplements. Accordingly, the company has decided to explore and diversify into the new area of business activities as detailed in the resolution. Whereas in order to carry out these activities, the objects as stated under Clause III (A) of the memorandum of Association of the company are required to be amended/alterd. Copies of Memorandum of Association of the Company together with the proposed alterations are made available for inspection by the Members of the Company at the Registered Office for inspection during normal business hours on all working days (Except Sunday).

Further, it is informed that the provisions of Section 13 of the Companies Act, 2013, require the consent of members of the company by means of a special resolution alteration of the Object Clause i.e. Clause III (A) of Memorandum of Association. Hence your Board recommends the passing of the proposed resolution as a special resolution for the alteration in the Object Clause of the Memorandum of Association of the company as set out at Item No. 7 of the accompanying Notice. None of the Directors/Members of the Company are concerned or interested in the proposed resolution.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 7 of the Notice.

vi) ITEM NO. 8 & 9:

TO ALTER CLAUSE III(B) OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AND TO DELETE CLAUSE III (C) I.E. OTHER OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The members are informed that company needs to alter the objects specified in Clause III (B) of the Memorandum of Association of the company by substituting the same with those as set out in the special resolution. The proposal to substitute the clauses is recommended as is required under the provisions of Section 13 of the Companies Act, 2013. Therefore, in order to comply with the provisions of Section 4(1)(C) of the Companies Act, 2013, it is proposed :

- (i) To Replace the existing Clause III (B) for the purpose of adopting matters which are necessary for furtherance of the objects specified in clause III(A).
- (ii) To delete the existing Clause III (C) i.e Other Objects Clause

As the provisions of Section 13 of the Companies Act, 2013, requires the consent of members of the company by means of a special resolution for alteration of the Object Clause i.e. Clause III (B), hence your Board recommends the passing of the proposed resolution as a special resolution for the alteration in the Object Clause of the Memorandum of Association of the company as set out at Item No. 8 & 9 of the accompanying Notice, for members' approval.

None of the Directors/Key Managerial personnel/Members of the Company are concerned or interested in the proposed resolution.

vii) ITEM NO. 10:

TO ALTER THE LIABILITY CLAUSE (IV) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board has recommended to replace The Liability clause of the MOA so as to clarify that the liability of the Members is limited to the amount unpaid on the shares so that it is in conformity with the provisions of the Act.

The draft Copies of the Memorandum of Association of the Company is made available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 10 of the Notice

viii) **ITEM NO. 11 :**

TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

As the members are aware that the Existing Articles of Association of the company are based on the Companies Act, 1956 and several regulations in the Existing AoA have references to specific sections of the previous Companies Act, 1956. Also some of the regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (New Act). Accordingly it is proposed to replace the entire existing AoA by a new Articles of Association which are drafted to be in compliance with the provision of the Companies Act, 2013. A copy of new set of Articles of Association is attached herewith for your reference.

Whereas, the provisions of section 14 of the Companies Act, 2013 requires the consent and approval of the members of the company for the amendment/substitution/replacement of the existing Articles of Association of the company. Hence the agenda item no. 11 is incorporated in the notice of the meeting. Your Board recommends the passing of resolution as special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 11 of the Notice.

ix) **ITEM NO. 12:**

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO AMEND THE CAPITAL CLAUSE (V) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

As your Company, in order to meet its growth objectives and to strengthen its financial position, requires to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the authorized share capital of the company. Accordingly, your Board of Directors in its meeting held on 26th August 2023, has decided to increase the authorised share capital from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each by creation of additional (new) 60,00,000/- Shares of Rs. 10/- each which shall ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The aforesaid amendment once approved by the members shall result in the amendment of Clause V of the Memorandum of Association so as to reflect the changed Authorised Share Capital as follows: .

V. The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution No. 12 of the notice as an **Ordinary Resolution**.

By Order of the Board of Directors
Healthy Biosciences Private Limited

Place: Mohali
Date: 26.07.2023

Sd/-
Divya Taneja
M.No: A67576
Company Secretary

HEALTHY BIOSCIENCES PRIVATE LIMITED

Regd. Office: Plot No. 986, Sector 82, Janta Industrial Estate, Mohali-160062, Punjab

CIN: U24296PB2008PTC032037, Email: healthybiosciences118@gmail.com

Contact: +91-172-5020758 to 769, Website: www.healthybiosciences.in

ATTENDANCE SLIP

(To be presented at the entrance)

Members Name	DP ID _____
Proxy Name	Folio No./Client ID _____

I/We hereby record my/our presence at the **15th ANNUAL GENERAL MEETING** of the Company held on Monday, 21st August, 2023 at 11.00 A.M. at the registered office of the Company situated at Plot No. 986, Sector 82, Janta Industrial Estate, Mohali-160062, Punjab.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/Proxy

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: U24296PB2008PTC032037

Name of the Company: HEALTHY BIOSCIENCES PRIVATE LIMITED

Registered office: Plot No. 986, Sector 82, Janta Industrial Estate, Mohali -160062, PUNJAB

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 15th Annual General Meeting of members of the Company, to be held on Monday, 21st August 2023 at 11.00 A.M. registered office of the Company at PLOT NO. 986, SECTOR 82, JANTA INDUSTRIAL ESTATE, MOHALI, PUNJAB 160062 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent	Dissent
Ordinary Business			
1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE AUDITORS AND THE BOARD OF DIRECTORS THEREON		
2	TO APPOINT M/S. NARINDER KUMAR AND COMPANY AS STATUTORY AUDITORS OF THE COMPANY FROM FINANCIAL YEAR		

	2023-24 TO FINANCIAL YEAR 2027-28		
SPECIAL BUSINESS			
3	TO REGULARISE THE APPOINTMENT OF MR. JASJOT SINGH (DIN: 01937631) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY		
4	TO APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY FOR FINANCIAL YEAR 2023-24		
5	TO KEEP REGISTERS AND RETURNS AT THE CORPORATE OFFICE OF THE COMPANY		
6	TO APPROVE CONVERSION OF THE COMPANY INTO PUBLIC LIMITED COMPANY		
7	TO AMEND THE MAIN OBJECT CLAUSE (IIIA) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		
8	TO ALTER CLAUSE III(B) OF THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		
9	TO DELETE CLAUSE III(C) I.E. OTHER OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY		
10	TO ALTER THE LIABILITY CLAUSE (IV) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		
11	TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013		
12	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO AMEND THE CAPITAL CLAUSE (V) OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		

Signed this day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ROUTE MAP TO VENUE

