



UNIVENTIS MEDICARE LTD.

Plot No. 63, Phase-1, Jharmajri, Baddi, Distt. Solan (H.P.) 173205

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 7TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIVENTI MEDICARE LIMITED WILL BE HELD AT SHORTER NOTICE ON THURSDAY, 29TH SEPTEMBER, 2022 AT 5:00 PM (IST) AT PLOT NO. 63, EPIP, PHASE 1, JHARMAJRI, SOLAN, BADDI, HIMACHAL PRADESH- 173205 TO TRANSACT THE BUSINESS AS MENTIONED IN THE AGENDA AND NOTES ATTACHED WITH THIS NOTICE.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 including the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss for the year ended on that date and Cash Flow Statement for the year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted.
2. Re-appointment of Mr. Purushottam Sharma, as a whole-time director, liable to retire by rotation.

SPECIAL BUSINESS:

3. Shifting of registered office from the state of Himachal Pradesh to state of Maharashtra, under the jurisdiction of the registrar of companies, Mumbai.

"RESOLVED THAT pursuant to the provisions of Section 12 read with Section 13(4) of the Companies Act, 2013 (herein after referred to as 'Act') and Rule 30 of Companies (Incorporation) Rules, 2014 and other applicable provisions of the Act, if any, and subject to the approval of Regional Director, the consent of members of the Company, be and is hereby accorded to shift the Registered Office of the Company from the STATE OF HIMACHAL PRADESH TO THE STATE OF MAHARASHTRA, UNDER THE JURISDICTION OF THE REGISTRAR OF COMPANIES, MUMBAI.

RESOLVED FURTHER THAT the Clause II of the Memorandum of Association of the Company be and is hereby, substituted with the following clause:

The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.

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."

The Chairman put the resolution to vote by show of hands and same was passed unanimously as a special resolution.

Place: Baddi
Date: 29th September, 2022

By Order of the Board of Directors
For Univentis Medicare Limited

Manoj Kumar Lohariwala
Director
DIN: 00144656

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www.univentismedicare.co.in

CIN. U24232HP2015PLC000992

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the Annual General Meeting ("AGM") and the relevant details of Director seeking appointment and re-appointment as required Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto and forms part of this notice.
2. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A Member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Members/Proxies are requested to bring the attendance slips duly filled in for attending the Meeting.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. Those Shareholders whose email IDs are not registered/changed, are requested to register their email ID with Registrar & Share Transfer Agent (RTA), by providing their Name as registered with the RTA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the AGM.
9. The Register of Directors and Key Managerial Personnel and their Shareholdings as maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested as maintained under Section 189 of the Companies Act, 2013 will be available for inspection up to and including the date of the AGM.
10. The Members will be allowed to raise questions during the Meeting. The queries can also be given in advance at cs_icl@innovacaptab.com.
11. The route map showing directions to reach the venue of the Annual General Meeting is annexed at the end of this Notice.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

At present the Registered Office of the Company is situated at Plot No. 63, EPIP, Phase-I, Jharmajri, District Solan, Baddi, Solan, Himachal Pradesh-173205, India. However, the registered office of the Holding Company i.e. Innova Captab Limited is situated in Mumbai, Maharashtra. Hence, the Board of Directors of the Company at their meeting held on September 29, 2022 has decided to shift the registered office of the Company from the State of Himachal Pradesh to the State of Maharashtra under the Jurisdiction of the Registrar of Companies, Mumbai to carry on the business of the Company more economically and efficiently and with better operational convenience with the Holding Company.

For this purpose Board recommended the passing of the proposed resolution as a special resolution in the ensuing Annual General Meeting scheduled to be held on Thursday, 29th September, 2022 to shift the Registered Office of the Company from the State of Himachal Pradesh to the State of Maharashtra, under the Jurisdiction of The Registrar of Companies, Mumbai.

Therefore, the Board proposes to change registered office of the company from the State of Himachal Pradesh to the State of Maharashtra, under the Jurisdiction of the Registrar Of Companies, Mumbai, to which the approval of shareholders is required by way of special resolution.

As per the provisions of the Companies Act, 2013 above change requires the approval of shareholders and approval of the Central Government (power delegated to Regional Director). Hence the said special resolution as set out in the notice is submitted for your consideration and approval.

The proposed copy of the Altered Memorandum of Association will be available for inspection at the Registered Office of the Company between 02.00 P.M to 5.00 P.M.

None of the Directors, Key Managerial Personnel or any of their related party is interested or concerned in the aforesaid special resolution.

Place: Baddi
Date: 30th September, 2022

By Order of the Board of Directors
For Univentis Medicare Limited



Manoj Kumar Lohariwala
Director
DIN: 00144656

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: U24232HP2015PLC000992

Name of the Company: Univentis Medicare Limited

Registered Office: Plot no. 63, EPIP, Phase 1, Jharmajri, Solan, Baddi, Himachal Pradesh- 173205.

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No.:

I/We, being the member(s) of _____ shares of Univentis Medicare Limited, hereby appoint

Sr. No.	Name	Address	E-mail Id	Signature
1				
2				

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 29th September, 2022 at 5:00 PM (IST) at Plot no. 63, EPIP, Phase 1, Jharmajri, Solan, Baddi, Himachal Pradesh- 173205 and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No	Resolution(s)	Type of Business	Type of Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2022 including the Audited Balance Sheet as at 31 st March, 2022, the Statement of Profit & Loss for the year ended on that date and Cash Flow Statement for the year ended 31 st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted.	Ordinary	Ordinary
2.	Re-appointment of Mr. Purushottam Sharma, as a whole-time director, liable to retire by rotation.	Ordinary	Ordinary
3.	Shifting of registered office from the state of Himachal Pradesh to state of Maharashtra, under the jurisdiction of the registrar of companies, Mumbai.	Special	Special

Signed this..... day of.....2022

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.

Affix
Revenue Stamps

ATTENDANCE SLIP

[Pursuance to Paragraph 1.2.10 of Secretarial Standard- 2 issued by Institute of Company Secretary of India (ICSI)]

CIN: U24232HP2015PLC000992

Name of the Company: Univentis Medicare Limited

Registered Office: Plot no. 63, EPIP, Phase 1, Jharmajri, Solan, Baddi, Himachal Pradesh- 173205

Email: cs_icl@innovacaptab.com

Date: 29th September, 2022

Folio No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I certify that I am a registered shareholder/ proxy/ representative for the registered shareholder of the Company and I hereby record my presence at the 7th Annual General Meeting of the Company, held on to be held on Thursday, 29th September, 2022 at 5:00 PM (IST) at Plot no. 63, EPIP, Phase 1, Jharmajri, Solan, Baddi, Himachal Pradesh- 173205

Signature of First holder/Proxy/ Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the meeting venue.
2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.