



Althea DRF Lifesciences Limited

(Formerly Known as Althea Lifesciences Limited)

22, Site IV, Sahibabad, Ghaziabad-201010 (U.P.), INDIA

Ph.: +91-(0120)-3378400, Fax: +91-(0120)-4152279

Website: www.altheadrflifesciences.com

CIN No. U33110DL2008PLC185857

NOTICE

Notice is hereby given that the 1/2023-24 Extra Ordinary General Meeting of the members of **Althea DRF Lifesciences Limited** shall be held at the registered office of the Company situated at First Floor, Ashi, 19 Rouse Avenue Institutional Area, New Delhi - 110002 on Friday, 14th July, 2023 at 12:00 P.M. at shorter notice to transact the following business:

AS SPECIAL BUSINESS:

1. TO ALTER THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO INCREASE IN AUTHORIZED SHARE CAPITAL

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, if any, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 49,00,00,000/- (Rupees Forty Nine Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of INR 1/- (One Rupee Only) each, 22,00,00,000 (Twenty Two Crores) 6% Non-Convertible Redeemable Preference Shares of INR 1/- (One Rupee only) each and 25,00,00,000 (Twenty Five Crore) 0.0001% Compulsory Convertible Preference Shares of INR 1/- (One Rupee only) each to INR 100,00,00,000 (Rupees One Hundred Crores Only) divided into 53,00,00,000 (Fifty Three Crores) Equity Shares of INR 1/- (One Rupee Only) each, 22,00,00,000 (Twenty Two Crores) 6% Non-Convertible Redeemable Preference Shares of INR 1/- (One Rupee Only) each and 25,00,00,000 (Twenty Five Crore) 0.0001% Compulsory Convertible Preference Shares of INR 1/- (One Rupee Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, if any, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

“V. The Authorized Share Capital of the Company is INR 100,00,00,000/- (Rupees One Hundred Crore Only) divided as follow:

- i) 53,00,00,000 (Fifty-Three Crores) Equity Shares of INR 1/- (Rupee One Only) each,
- ii) 22,00,00,000 (Twenty-Two Crores) 6% Non-Convertible Redeemable Preference Shares of INR 1/- (One Rupee Only) each,
- iii) 25,00,00,000 (Twenty-Five Crore) 0.0001% Compulsory Convertible Preference Shares of INR 1/- (One Rupee Only) each.”





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For Althea DRF Lifesciences Limited


Shailendra Tandon

Director

DIN: 00339877

Address: BC-008, Birch Court, Nirvana

Country, Sector-50, Gurugram





NOTES

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- (1) Members entitled to attend and vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company.
- (2) In respect of shares held by body (ies) corporate, the authorized representative should be accompanied with a duly certified true copy of Board Resolution/ Authority letter.
- (3) The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith.
- (4) Members/ Proxies should bring duly filled attendance slips sent herewith for attending the meeting.
- (5) All documents referred to in accompanying Notice shall be open for inspection at the registered office of the Company during the office hours on all working days between 10 am to 6 pm up to the date of conclusion of EGM.
- (6) An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is attached as an Annexure to this notice.





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Explanatory Statement u/s 102 of the Companies Act, 2013

Item No. 1

At present, the Authorised Share Capital of the Company is INR 49,00,00,000/- (Rupees Forty Nine Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of INR 1/- (One Rupee Only) each 22,00,00,000 (Twenty Two Crores) 6% Non-Convertible Redeemable Preference Shares of INR 1/- (One Rupee Only) each and 25,00,00,000 (Twenty Five Crore) 0.0001% Compulsory Convertible Preference Shares of INR 1/- (One Rupee Only) each.

The Company wishes to increase its authorized capital in order to meet the working capital needs and capital expenses on account of expansion of business operations of the Company. The increased Authorised Share Capital is needed for a broader capital base which can fund the enlarged financial requirements of the Company.

Consequently, Clause V of the Memorandum of Association of the Company is to be altered and read as follows:

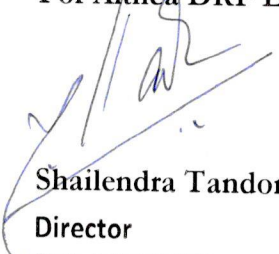
“V. The Authorized Share Capital of the Company is INR 100,00,00,000/- (Rupees One Hundred Crore Only) divided as follow:

- i) 53,00,00,000 (Fifty-Three Crores) Equity Shares of INR 1/- (Rupee One Only) each,
- ii) 22,00,00,000 (Twenty-Two Crores) 6% Non-Convertible Redeemable Preference Shares of INR 1/- (One Rupee Only) each,
- iii) 25,00,00,000 (Twenty-Five Crore) 0.0001% Compulsory Convertible Preference Shares of INR 1/- (One Rupee Only) each.”

The Board of Directors recommends for the approval of the shareholders of the Company as an Ordinary Resolution.

None of the other Directors or Key Managerial Personnel of the Company and their relatives, are in any way, personally concerned or interested, financially or otherwise, in this resolution.

For Althea DRF Lifesciences Limited


Shailendra Tandon

Director

DIN: 00339877

Address: BC-008, Birch Court, Nirvana

Country, Sector-50, Gurugram

