

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD BENCH, AT HYDERABAD

CA (CAA) / 49 / HB / 2023

In the matter of sections 230 to 232 and  
Other applicable provisions of the Companies Act, 2013

And

In the matter of the Scheme of Arrangement

Between

M/s. Prayagh Nutri Products Private Limited  
( 'Demerged Company ' )

And

M/s Prayagh Consumer Care Private Limited  
( 'Resulting Company' )

And

their respective shareholders

M/s. Prayagh Nutri Products Private Limited  
[CIN: U24129TG1999PTC033183],  
a company incorporated under the Companies Act, 1956  
having its registered office at Sy. No. 279 & 280,  
Peddammagadda, Gaganpahad,  
Rajendranagar, Hyderabad, Telangana- 500 052  
rep. by its Director  
Mr. Vinod Preetamdas Lalwani

... Applicant Company/  
Demerged Company

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF PRAYAGH NUTRI PRODUCTS PRIVATE LIMITED, THE APPLICANT COMPANY / DEMERGED COMPANY**

To  
The Unsecured Creditors of  
M/s. Prayagh Nutri Products Private Limited

Take Notice that by an order dated 18<sup>th</sup> day of August, 2023, the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad has directed that a meeting of Unsecured Creditors of M/s. Prayagh Nutri Products Private Limited will be held at the registered office of the Demerged Company held at Sy. No. 279 & 280, Peddammagadda, Gaganpahad, Rajendranagar, Hyderabad, Telangana, 500 052 on Saturday, the 30<sup>th</sup> day of September, 2023 at 12.30. p.m. for the purpose of considering, and if thought fit, approving with or without modification in the Scheme of Arrangement between Prayagh Nutri Products Private Limited ('the Demerged Company') and Prayagh Consumer Care Private Limited ('the Resulting Company') and their respective shareholders.

Take further notice that in pursuance of the said order a meeting of the Unsecured Creditors of Demerged Company, will be held at the registered office of the Demerged Company held at Sy.No. 279 & 280, Peddammagadda, Gaganpahad, Rajendranagar, Hyderabad, Telangana, 500 052 on Saturday, the 30<sup>th</sup> day of September, 2023 at 12.30. p.m. and at said time and place you are requested to attend.



The Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad has appointed Dr. D. Brahma Naidu, Advocate, to be the Chairperson of the said meeting.

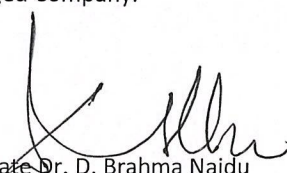
Take further notice that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form duly signed by you is deposited at the Registered Office of the Demerged Company at Sy. No. 279 & 280, Peddammagadda, Gaganpahad, Rajendranagar, Hyderabad, Telangana, 500 052, Telangana, India not later than 48 hours before the meeting, to transact the following business:

**"RESOLVED THAT** pursuant to the provisions of Sections 230 read with 232 and other applicable provisions, if any, of the Companies Act, 2013 along with the related rules, circulars, and notifications made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions in the Memorandum and Articles of Association of the Company, subject to the requisite approvals and subject to the sanction of the Hon'ble jurisdictional National Company Law Tribunal ("Hon'ble Tribunal"), Hyderabad Bench at Hyderabad, the Scheme of Arrangement between Prayagh Nutri Products Private Limited ('the Demerged Company') and Prayagh Consumer Care Private Limited ('the Resulting Company') and their respective shareholders (the **"Scheme"**) placed before this meeting and initialled by the Chairperson for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the "Board") be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary, to give effect to the preceding Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority (ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise, while giving effect to the Scheme, as the Board may deem fit and proper and delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable."

A copy of the Scheme of Arrangement, the statement under Section 230 of the Companies Act, 2013, and the Form of Proxy are enclosed herewith. Copies of the said Scheme and the statement under Section 230 of the Companies Act, 2013, and the form of proxy as annexed to this Notice can also be obtained free of charge at the Registered Office of the Demerged Company.

Dated this 22<sup>nd</sup> day of August, 2023  
At Hyderabad



Advocate Dr. D. Brahma Naidu  
Chairperson appointed by  
Tribunal for the Meeting of  
Unsecured Creditors:

Address: Astha Green Energy Building, Road  
No-78, Plot No-226, Film Nagar,  
Jubilee Hills, Hyderabad-500 096.

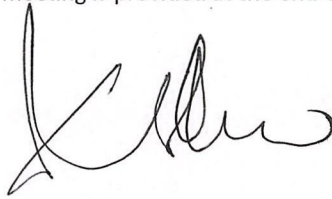
**Notes:**

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad vide its order dated 18<sup>th</sup> August, 2023 ("Tribunal") as attached hereto as Annexure B, the Meeting of the Unsecured Creditors of the Company is being conducted to transact the business set out in the Notice convening this Meeting.
2. The Explanatory Statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 6 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. An unsecured creditor entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be an unsecured creditor of the Applicant Company. The instrument appointing a proxy should however be deposited at the Registered Office of the Applicant Company not less than 48 hours before the commencement of the meeting.
4. Only the unsecured creditor of the Applicant Company as on 31<sup>st</sup> March, 2023 may attend and vote (either in person or by proxy or by authorised representative under applicable provisions of the Companies Act, 2013) at the meeting of the unsecured creditors. The authorised representative of a body corporate which is an unsecured creditor of the Applicant Company as on 31<sup>st</sup> March, 2023 may attend and vote at the unsecured creditors meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorising such representative to attend and vote at the meeting of the unsecured creditors are deposited at the Registered Office of the Applicant Company not later than 48 (forty-eight) hours before the aforesaid meeting.
5. All alterations made in the Form of Proxy should be initialed.
6. During the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the meeting and ending the conclusion of the meeting, an unsecured creditor would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant Company.
7. The notice convening the meeting will be published through advertisement in "Financial Express" Hyderabad edition in English language and translation thereof in "Nava Telangana" Hyderabad edition in Telugu language.
8. An unsecured creditor or his/her proxy is requested to bring a copy of the notice to their respective meeting and produce the attendance slip, duly completed and signed, at the entrance of the meeting venue.
9. Ms. Padmaja Kalyani, Advocate shall act as scrutinizer to scrutinize votes cast at the venue of the meeting and shall submit a report on votes cast to the Chairperson of the meeting or to the person so authorized by him within 48 (forty-eight) hours from the conclusion of the meeting.





10. The scrutinizer shall submit her report to the Chairperson of the meeting or to the person so authorized by him after completion of the scrutiny of the votes cast by the unsecured creditor of the Company at the respective venue of the meeting. The scrutinizer's decision on the validity of the vote will be final.
11. The resolution will be deemed to be passed on the meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
12. All the documents referred to in the Explanatory Statement shall be kept open for inspection by the unsecured creditor at the registered office of the Company between 10:00 a.m. to 12 noon on all working days (except Saturdays, Sundays, and public holidays) up to 1 (one) day prior to the date of the meeting at the registered office of the Applicant Company.
13. The route map to the venue of the meeting is provided at the end of the notice.

A handwritten signature in black ink, consisting of a large, stylized 'L' followed by a series of loops and a long horizontal stroke.