

## NOTICE OF 6<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 6<sup>th</sup> Annual General Meeting of the members of **Healthy Life Agritec Limited** will be held on Thursday, 25<sup>th</sup> September, 2025 at 03:00 P.M. Indian Standard Time (IST) through Video Conferencing ("VC")/Other Audio- Visual means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

#### **Item No. 1. To consider and adopt:**

- (a) The Audited Standalone Financial Statement of the Company for the year ended 31st March 2025 and together with the reports of the Board of Directors' and the Auditors thereon.
- (b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2025 together with the report of the Auditors thereon.

**Item No. 2: To appoint a director in place of Divya Mojjada (DIN: 07759911), who retires by rotation, and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Divya Mojjada (DIN: 07759911) who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation

### SPECIAL BUSINESS:

**Item No. 3. To alter the Articles of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded for **deletion of a 'Proviso' under 'Clause 15 (i)' under the heading of "Calls on Shares" of Article No. II in the Articles of Association of the company which currently reads as follows:**

"Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call."

**RESOLVED FURTHER THAT** the following new proviso be and is hereby inserted in place of the deleted proviso:

“Provided that a call may exceed one-half of the nominal value of the shares, or such other amount as may be determined by the Board of Directors within a shorter timeframe if required, subject to compliance with the applicable provisions of the Companies Act, 2013 and the Articles of Association”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient in this regard, including filing of necessary forms with the Registrar of Companies and making requisite entries in the statutory registers of the Company.”

**Item No. 4. To consider and approve remuneration of Ms. Divya Mojjada (DIN: 07759911), the Managing Director of the Company, and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Part I and Part II of Schedule V and other applicable provisions, if any, of the Companies Act (including any statutory modification or re-enactment thereof), applicable clauses Articles of Association of the Company and recommendation of the Nomination Remuneration Committee and Audit Committee, the consent of members of the company be and is hereby accorded for payment of remuneration to **Ms. Divya Mojjada (DIN: 07759911)**, Managing Director of the Company, on the terms and conditions including a remuneration of upto Rs.1.00 Crore (Rupees One Crore) per annum as per the following:

1. Reimbursement of medical expenses incurred in India or abroad including hospitals nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.
2. Reimbursements of travelling expenses with family to anywhere in India or abroad rules of the Company.
3. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and expenses shall be met by the Company. The use of above at residence for official purpose not be treated as perquisites.
4. House Rent Allowance: the company shall either provide Accommodation Facility or Reimbursements of rental expenses, as agreed by the Board of Directors & Ms. Divya Mojjada.

**PERQUISITES:** In addition to salary she shall be entitled to perquisites and allowances like FRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Ms. Divya Mojjada (DIN: 07759911),

remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to accept such modification in the terms and conditions, which any concerned authority may direct, if so required, and as may be acceptable to the Company and Ms. Divya Mojjada (DIN: 07759911).

**RESOLVED FURTHER THAT**, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

**By Order of the Board of Directors  
For Healthy Life Agritec Limited**

**Sd/-  
Divya Mojjada  
Managing Director  
DIN: 07759911**

**Date: 01.09.2025**

**Place: Thane**

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as “MCACirculars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 6<sup>th</sup> Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Thursday, 25<sup>th</sup> September, 2025, at 03:00 P.M. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at SH-B/09, New Heera Panna CHS LTD, Gokul Village Shanti Park, Mira Road East Thane Maharashtra 401107 – India.

2. Pursuant to the provisions of the 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. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with.

Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA General Circulars dated April 08, 2020; April 13, 2020; May 05, 2020; December 28, 2022; May 05, 2022; September 25, 2023; and General Circular No. 09/2024 dated September 19, 2024, the Company is providing its Members with the facility of remote e-voting (and e-voting at the meeting) in respect of the business to be transacted at the Annual General Meeting (“AGM”). The engagement for remote e-voting has been made with Central Depository Services (India) Limited (“CDSL”) as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on Central Depository Services (India) Limited’s (‘CDSL’) e-Voting website at [www.cdslindia.com](http://www.cdslindia.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. The Notice of AGM and the Annual Report will be sent to those Members/ beneficial owners whose name appears in the Register of Members/list of beneficiaries received from the Depositories as on Friday, 29<sup>TH</sup> August, 2025.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No General Circular No. 09/2024 dated September 19, 2024, (including General Circular No. 17/2020 dated April 13, 2020), 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.healthyifeagritec.com](http://www.healthyifeagritec.com) The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, realtime gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@healthyifeagritec.com](mailto:cs@healthyifeagritec.com)
11. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Non-Resident Indian members are requested to inform RTA/respective DPs, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. The Board of Directors of the Company has appointed Mr. Sumit Bajaj, Practicing Company Secretary, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
  14. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 19<sup>th</sup> September 2025 to Thursday, 25<sup>th</sup> September, 2025. (both day inclusive).**
  15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 02 working days of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
  16. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at [www.healthylifeagritec.com](http://www.healthylifeagritec.com) and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
  17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
  18. **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

The e-voting period begins on **Monday, 22<sup>nd</sup> September, 2025 at 09:00 A.M.** and ends on **Wednesday, 24<sup>th</sup> September, 2025 at 05:00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Friday 19<sup>th</sup> September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Methodss
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally,</p> <p>there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</p>

	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e- Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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Individual Shareholders (holding Securities in Demat mode) login through Their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(iv) After entering these details appropriately, click on “SUBMIT” tab.

(v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vii) Click on the EVSN of the HEALTHY LIFE AGRITEC LIMITED.

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page. if a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians

are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [www.healthylifeagritec.com](http://www.healthylifeagritec.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop

connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [www.healthylifeagritec.com](http://www.healthylifeagritec.com) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@healthylifeagritec.com](mailto:cs@healthylifeagritec.com) These queries will be replied to by the Company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By Order of the Board of Directors  
For Healthy Life Agritec Limited**

**Sd/-  
Divya Mojjada  
Managing Director  
DIN: 07759911**

**Date: 01.09.2025  
Place: Thane**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT  
2013****Item no. 3:**

The Board of Directors of the Company proposes to amend the Articles of Association (AOA) by modifying Clause 15(i), which pertains to “calls on shares” Currently, the proviso under Clause 15(i) reads as follows:

**“Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.”**

This existing clause imposes a limitation on the Company's ability to raise capital efficiently by restricting both the quantum and frequency of calls on shares. In order to provide greater operational and financial flexibility, the Board recommends substituting the existing proviso with the following:

**“Provided that a call may exceed one-half of the nominal value of the shares, or such other amount as may be determined by the Board of Directors, and may be made within a shorter timeframe, subject to compliance with the applicable provisions of the Companies Act, 2013 and the Articles of Association.”**

This amendment will enable the Company to make calls exceeding half of the nominal value of the shares or as otherwise determined by the Board, and within a shorter interval than one month, as may be necessary to meet its financial requirements. The proposed flexibility will enhance the Company's ability to respond to capital needs promptly and manage its resources more efficiently. The proposed alteration is in compliance with the applicable provisions of the Companies Act, 2013 and is considered to be in the best interest of the Company and its stakeholders.

The Board of Directors recommends passing the resolution set out at Item No. 3 of the accompanying Notice as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company, if any.

**Item no. 4:**

The Board of Directors of the Company, at its meeting held on 01<sup>st</sup> September, 2025 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, approved the payment of remuneration to Ms. Divya Mojjada (DIN: 07759911), Managing Director of the Company, as per the terms and conditions set out in this resolution & as may be determined by the Board of Directors of the company.

Ms. Divya Mojjada, was appointed as the Managing Director of the Company with effect from 25<sup>th</sup> March, 2022 for a period of 5(five) years and her appointment was approved by the shareholders in the 25<sup>th</sup> March, 2022.

Considering the contributions made by Ms. Divya Mojjada to the growth and performance of the

Company, the Board has proposed the following remuneration structure:

**Remuneration:** upto Rs.1.00 Crore (Rupees One Crore) per annum.

**Perquisites and Allowances:** As per Company's policy (includes HRA, medical reimbursement, LTA, etc.)

**Performance Bonus / Incentives:** As may be determined by the Board based on performance

**Other benefits:** Contribution to provident fund, gratuity, and other retirement benefits as per applicable rules

The proposed remuneration is in line with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013. Since the Company has adequate profits, the remuneration is well within the limits prescribed under Section 197 read with Schedule V.

The Board recommends the resolution for approval of the shareholders as a Special Resolution.

**Disclosure as per Secretarial Standard 2 (SS-2):**

<b>Name of the Director</b>	Ms. Divya Mojjada
<b>DIN</b>	07759911
<b>Designation</b>	Managing Director
<b>Date of first appointment</b>	25 <sup>th</sup> March, 2022
<b>Profile and experience</b>	She holds a Bachelor's and Master's Degree in Business Administration from Monash University, Australia; and also, a Bachelor in Science in Computer Application from Alagappa University, India. She is actively involved in her family business into farm and dairy segment for over 10 years and has an in-depth knowledge on the overall working of this segment. Since the inception of our company, she has been spearheading the operation.
<b>Remuneration last drawn</b>	₹ 7,20,000 p.a. as on 31 <sup>st</sup> March, 2025.
<b>Number of Board Meetings attended during the year</b>	8
<b>Shareholding in the Company</b>	Total 28,84,895 number of Equity Shares.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Divya Mojjada and her relatives (to the extent of their shareholding or interest, if any), are concerned or interested, financially or otherwise, in the proposed resolution.



### ANNEXURE TO THE NOTICE

Details of Director seeking appointment/re-appointment in the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

<b>Name</b>	Divya Mojjada
<b>DIN</b>	07759911
<b>Date of Birth</b>	29/01/1988
<b>Date of first Appointment</b>	01/08/2020
<b>Nationality</b>	Indian
<b>Qualifications</b>	She holds a Bachelor's and Master's Degree in Business Administration from Monash University, Australia; and also, a Bachelor in Science in Computer Application from Alagappa University, India
<b>Expertise in specific functional area</b>	She is actively involved in her family business into farm and dairy segment for over 10 years and has an in-depth knowledge on the overall working of this segment. Since the inception of our company, she has been spearheading the operation
<b>Directorship in other Companies *</b>	<ul style="list-style-type: none"> <li>• Healthy Life Multicare Hospital Private Limited</li> <li>• Healthy Life Farms Private Limited</li> <li>• Healthy Life Agro Limited</li> <li>• Healthy Life Care (India) Private Limited</li> <li>• Yummy Food Industries Private Limited</li> </ul>
<b>Terms and conditions of appointment or re-appointment</b>	Terms & Conditions as mutually decided with her by Board at the time of appointment.
<b>Memberships / Chairmanship of Committees across all Public Companies *</b>	Audit Committee – Member of Healthy Life Agritec Limited
<b>Relationship with other Directors / Key Managerial Personnel</b>	No relationship with any other Director
<b>No. of shares held in the Company either by self or on a beneficial basis for any other person.</b>	Total 28,84,895 number of Equity Shares held by her in the Company