

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (04/2024-2025) OF THE SHAREHOLDERS OF HEALTHIUM MEDTECH LIMITED ("COMPANY") SHALL BE HELD ON FRIDAY, 15th NOVEMBER 2024, AT 11:30 AM VIA VIDEO CONFERENCING THROUGH MICROSOFT TEAMS HOSTED FROM 8th FLOOR, INCUBEX WORKSPACES, BRIGADE TRIUMPH, DASARAHALLI MAIN ROAD, SECTOR - B, HEBBAL, BENGALURU, KARNATAKA - 560 092, INDIA

SPECIAL BUSINESS(s):

- 1. TO APPROVE THE APPOINTMENT OF MRS. SHALINI KALSI KAMATH (DIN: 06993314) AS AN INDEPENDENT DIRECTOR OF THE 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 149 and 152 read with Schedule IV, Section 161, and other applicable provisions of the Companies Act, 2013 (as amended) (the "**Act**") and the rules and regulations made thereunder, as well as other applicable laws and the provisions of the articles of association of the Company, and on the recommendation of the nomination and remuneration committee and the board of directors of the company, consent and approval of the shareholders of the Company for the appointment of Mrs. Shalini Kalsi Kamath(DIN: 06993314), who has provided her written consent to act as an independent director of the Company and has submitted a declaration confirming that he meets the criteria for appointment as an independent director under the Companies Act, for a period of 5 years from 16th November 2024 to 15th November 2029, and shall be paid sitting fees and commission in accordance with the terms specified in the appointment letter;

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and at the recommendation of the nomination and remuneration committee and the board of directors of the Company, consent and approval of the shareholders is hereby accorded to approve the payment of remuneration to Mrs. Shalini Kalsi Kamath, capped at a maximum of INR 55,00,000/- (including sitting fees paid during any financial year), for her contribution to the Company's growth strategy, this resolution is approved and passed by the shareholders as a special resolution, in event the overall remuneration payable to the non-executive directors of the Company cumulatively exceeds the limit provided for in Section 197 of the Act, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

RESOLVED FURTHER THAT the duly executed forms (including forms DIR-2, DIR-8 and MBP-1) received from Mrs. Shalini Kalsi Kamath be and are hereby taken on record by the Company;

RESOLVED FURTHER THAT any one of the directors of the Company and/or the Group CFO (Sudeep Dhariwal) of the Company and/or the Company Secretary (Pallavi Karkera) of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Karnataka, at



Pallavi

Healthium Medtech Limited

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Bangalore and other relevant authorities pursuant to applicable laws and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

RESOLVED FURTHER THAT any of the directors and/or the company secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and furnish it to any relevant person(s) / authority(ies) as and when required."

2. TO APPROVE THE APPOINTMENT OF MR. ASHWANI PURI (DIN: 00160662) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE 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 149 and 152 read with Schedule IV, Section 161, and other applicable provisions of the Companies Act, 2013 (as amended) (the "Act") and the rules and regulations made thereunder, as well as other applicable laws and the provisions of the articles of association of the Company, and on the recommendation of the nomination and remuneration committee and the board of directors of the company, consent and approval of the shareholders of the Company for the appointment of Mr. Ashwani Puri (DIN: 00160662), who has provided her written consent to act as an independent director of the Company and has submitted a declaration confirming that he meets the criteria for appointment as an independent director under the Act, for a period of 5 years from 16th November 2024 to 15th November 2029, and shall be paid sitting fees and commission in accordance with the terms specified in the appointment letter;

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and at the recommendation of the nomination and remuneration committee and the board of directors of the Company, consent and approval of the shareholders is hereby accorded to approve the payment of remuneration to Mr. Ashwani Puri (DIN: 00160662), capped at a maximum of INR 65,00,000/- (including sitting fees paid during any financial year), for his contribution to the Company's growth strategy, this resolution is approved and passed by the shareholders as a special resolution, in event the overall remuneration payable to the non-executive directors of the Company cumulatively exceeds the limit provided for in Section 197 of the Act, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

RESOLVED FURTHER THAT the duly executed forms (including forms DIR-2, DIR-8 and MBP-1) received from Mr. Ashwani Puri (DIN: 00160662) be and are hereby taken on record by the Company;

RESOLVED FURTHER THAT any one of the directors of the Company and/or the Group CFO (Sudeep Dhariwal) of the Company and/or the Company Secretary (Pallavi Karkera) of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Karnataka, at Bangalore and other relevant authorities pursuant to applicable laws and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

RESOLVED FURTHER THAT any of the directors and/or the Company Secretary (Pallavi Karkera) of the Company is authorised to certify the true copy of the aforesaid resolutions and furnish it to any relevant person(s) / authority(ies) as and when required."

3. APPROVAL OF REMUNERATION PAYABLE TO MR. AJAY GUPTA (DIN: 08941393)



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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 Section 197 of the Companies Act, 2013, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and on the recommendation of the nomination and remuneration committee and the board of directors of the Company, the members hereby approves the remuneration payable to Mr. Ajay Gupta capped at not more than INR 50,00,000 (including the sitting fees paid during the financial year) for his contribution to the Company's growth strategy, this resolution is approved and passed by the shareholders as a special resolution, in event the overall remuneration payable to the non- executive directors of the Company cumulatively exceeds the limit provided for in Section 197 of the Act, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorized to be and is hereby authorized to undertake all such acts, deeds, matters, and things as may be deemed necessary or desirable to give effect to this resolution.”

By order of the Board of Directors

For Healthium Medtech Limited



CS Pallavi Karkera
Company Secretary & Compliance Officer
Membership No.: F10224
Address: No. 6003, Prestige Monte Carlo,
Yelahanka Newtown, Bangalore – 560064

Date: 14th November 2024
Place: Bangalore

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NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. The documents referred to in the resolutions can be inspected at the registered office of the Company in #472/D, 4th Phase, 13th Cross, Peenya Industrial Area, Bangalore-560058 during 11 am to 5 pm on all working days of the Company.
3. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
4. In continuation to this Ministry's General Circular No. 11/2022 dated 28th December 2022 read with Circular No. 14/2020 dated 8.04.2020, General Circular No. 02/2022 dated 05.05.2022, and General Circular No. 09/2024 dated 19th September 2024 and after due examination, it has been decided to allow companies to conduct their extra-ordinary general meeting ("EGM") through Video Conference ("VC") or Other Audio Visual Means ("OAVM") or transact item through postal ballot in accordance with the framework provided in the aforesaid circulars up to 30th September, 2025. All other requirements provided in the said Circulars shall remain unchanged.

In compliance with the provisions of the Companies Act, 2013 ("**Companies Act**"), MCA Circulars, the EGM of the Company is being held through video conferencing facility. Hence, members must attend and participate in the ensuing EGM through VC.

5. The members can join the EGM through VC mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
6. The attendance of the members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
7. Pursuant to the provisions of the Companies Act, a member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form and the attendance slip are not annexed to this Notice.
8. In compliance with the aforesaid Ministry of Corporate Affairs Circulars, Notice of the EGM as well as the weblink for joining the meeting is being sent only through electronic mode to those members whose email addresses are registered with the Company.
9. Those shareholders whose email IDs are not registered, are requested to register their email ID with the Company, by providing their Name, Address, email ID, PAN, DPID/Client ID or folio number and number of shares held by them by sending an email to pallavi.k@healthiummedtech.com.
10. All documents referred to in the Notice will be open for inspection through electronic mode during the EGM.

11. Since the EGM will be held through VC, the route map is not annexed in this Notice. The scheduled



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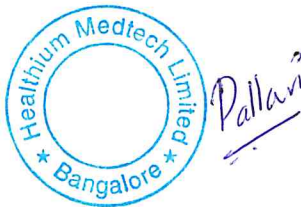
venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

12. The members will be allowed to pose questions during the course of the meeting. The queries can also be given in advance at to pallavi.k@healthiummedtech.com.

Instructions for Members for attending the EGM through VC are as under:

- a) An invitation to join the EGM will be sent to the members on their latest registered email IDs by pallavi.k@healthiummedtech.com.
- b) Members may attend the EGM by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and *Join Meeting* tab. By clicking on *Join Meeting*, they will be redirected to meeting room via browser or by running Temporary Application. To join the Meeting, follow the step and provide the required details (mentioned above – Meeting ID/Password/Email Address) and join the meeting. Members are encouraged to join the meeting through laptops for better experience.
- c) In the case of Android / iPhone connection, participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from google play store / app store.
- d) Further, members will be required to allow a camera and use Internet audio settings as and when asked while setting up the meeting on mobile application.
- e) Please note that participants connecting from the 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.

The helpline number for joining the meeting through electronic mode will be provided in the meeting invitation which will be sent to the eligible applicants



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ANNEXURE – I TO NOTICE

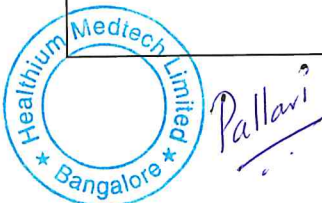
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

As per Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions of the Companies Act, 2013 Mrs. Shalini Kalsi Kamath is being appointed as an independent director of the Company for a period of 5 years from 16th November 2024 to 15th November 2029.

At the recommendation of the nomination and remuneration committee ("NRC"), the Board has approved the appointment of Mrs. Shalini Kalsi Kamath, as an independent director and further recommended for shareholder's approval.

Name of the Director	Mrs. Shalini Kalsi Kamath
Date of Birth	15/12/1964
DIN	06993314
Expertise in specific functional area	She helps organizations through their change and transformation journey to enhance productivity, efficiency, processes, systems and organizational culture. She is a Certified and practicing CEO & Leadership Coach having completed numerous assignments across financial services, logistics, agri, manufacturing and consumer industries. She also works in the area of Leadership Development initiatives across organizations.
Qualification	She is an MBA graduate from Edinburgh Business School, UK . Trained at Harvard Business School in Change and Transformation . An alumni of CSC Global leadership program . A certified Zenger Folkman & Hogan facilitator.
No. of equity shares held in the Company	Nil
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	<ol style="list-style-type: none"> 1. Trrain Foundation 2. Maple Infra Invit Investment Manager Private Limited 3. Expleo Solutions Limited 4. Borosil Renewables Limited 5. Johnson Controls-Hitachi Air Conditioning India Limited 6. Abbott India Limited 7. Ambit Finvest Private Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	<ol style="list-style-type: none"> 1. Borosil Renewables Limited <ul style="list-style-type: none"> • Member of Audit Committee • Member CSR Committee • Member NRC Committee • Member Risk Management Committee • Member ESG Committee • Trustee - Borosil Foundation 2. Ambit Finvest Private Limited



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	<ul style="list-style-type: none"> • Member Audit committee • Chairperson NRC committee • Chairperson CSR committee • Member RMC committee • Shareholding <1%
	<p>3. Johnson's Controls Hitachi Air Conditioning India Limited</p> <ul style="list-style-type: none"> • Audit - member • CSR Committee - Member • ESG Committee - Member
	<p>4. Abbott India Ltd</p> <ul style="list-style-type: none"> • Audit - member • Stakeholder - member • CSR - member • Risk Management - member
	<p>5. Maple Highways</p> <ul style="list-style-type: none"> • NRC - member • SRC - member • CSR - member
	<p>6. Expleo Solutions Limited</p> <ul style="list-style-type: none"> • NRC - member • CSR - Chairperson • SRC - member

None of the directors or key managerial personnel, nor their relatives, exhibit any interest in the aforementioned resolution.

On account of the settlement and payout of options under the Healthium Performance-Based Key Employee Stock Incentive Plan 2019, Healthium Time-Based Key Employee Stock Incentive Plan 2019, and Healthium Phantom Option Plan 2023 in September 2024, the Company anticipates insufficient profits in the financial year 2024-25 to make remuneration payments to directors within the limits prescribed under Section 197 of the Companies Act, 2013, read with Schedule V.

Accordingly, the board of directors of the Company recommends the resolutions set out in Item No. 1 of the accompanying Notice for your approval as a special resolution. This is to cover any situation where the total remuneration payable to the non-executive directors of the Company cumulatively exceeds the limit provided for in Section 197 of the Act, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ITEM NO. 2

As per Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions of the



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Companies Act, 2013 Mr. Ashwani Puri is being appointed as an independent director of the Company for a period of 5 years from 16th November 2024 to 15th November 2029.

At the recommendation of the NRC, the Board has approved the appointment of Mr. Ashwani Puri, as an independent director and further recommended for shareholder's approval.

Name of the Director	Mr. Ashwani Puri
Date of Birth	16 th November 1956
DIN	00160662
Expertise in specific functional area	Mr. Ashwani Puri has extensive experience in investment/acquisition advisory services, valuations and decision analysis, business and financial restructuring, dispute analysis and forensics. Mr. Puri has served on various committees of the Banking Division/Ministry of Finance, Ministry of Corporate Affairs and INSOL International and also served as a member of PWC's Global Advisory Leadership Team.
Qualification	Fellow member of the Institute of Chartered Accountants of India and a Management Accountant from the Chartered Institute of Management Accountants, UK
No. of equity shares held in the Company	Nil
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	i) Titan Company Limited
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	NA

None of the directors or key managerial personnel, nor their relatives, exhibit any interest in the aforementioned resolution.

On account of the settlement and payout of options under the Healthium Performance-Based Key Employee Stock Incentive Plan 2019, Healthium Time-Based Key Employee Stock Incentive Plan 2019, and Healthium Phantom Option Plan 2023 in September 2024, the Company anticipates insufficient profits in the financial year 2024-25 to make remuneration payments to directors within the limits prescribed under Section 197 of the Companies Act, 2013, read with Schedule V.

Accordingly, the board of directors of the Company recommends the resolutions set out in Item No. 2 of the accompanying Notice for your approval as a special resolution. This is to cover any situation where the total remuneration payable to the non- executive directors of the Company cumulatively exceeds the limit provided for in Section 197 of the Act, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ITEM NO. 3

As per the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the remuneration payable to Mr. Ajay Gupta capped at not more than INR 50,00,000/- for his tenure of 5 years from 17th August 2024 to 16th



Pallavi

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August 2029 (including the sitting fees paid during the financial year) for his contribution to the Company's growth strategy.

None of the directors or key managerial personnel except Mr. Ajay Gupta, nor their relatives, exhibit any interest in the aforementioned resolution.

On account of the settlement and payout of options under the Healthium Performance-Based Key Employee Stock Incentive Plan 2019, Healthium Time-Based Key Employee Stock Incentive Plan 2019, and Healthium Phantom Option Plan 2023 in September 2024, the Company anticipates insufficient profits in the financial year 2024-25 to make remuneration payments to directors within the limits prescribed under Section 197 of the Companies Act, 2013, read with Schedule V.

Accordingly, the board of directors of the Company recommends the resolutions set out in Item No. 3 of the accompanying Notice for your approval as a special resolution. This is to cover any situation where the total remuneration payable to the non-executive directors of the Company cumulatively exceeds the limit provided for in Section 197 of the Act, read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**By order of the Board of Directors
For Healthium Medtech Limited**



**CS Pallavi Karkera
Company Secretary**

Membership No.: F10224

Address: No. 6003, Prestige Monte Carlo,
Yelahanka Newtown, Bangalore - 560064

Date: 14th November 2024

Place: Bangalore



Healthium Medtech Limited

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