

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Dear Member(s),

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (03/2024-2025) OF THE SHAREHOLDERS OF HEALTHIUM MEDTECH LIMITED SHALL BE HELD ON WEDNESDAY, 16<sup>TH</sup> AUGUST 2024, AT 9:00 AM VIA VIDEO CONFERENCING THROUGH MICROSOFT TEAMS HOSTED FROM 8<sup>TH</sup> FLOOR, INCUBEX WORKSPACES, BRIGADE TRIUMPH, DASARAHALLI MAIN ROAD, SECTOR - B, HEBBAL, BENGALURU, KARNATAKA - 560 092, INDIA**

**SPECIAL BUSINESS(s):**

- 1. TO APPROVE THE RE-APPOINTMENT OF MR. AJAY GUPTA (DIN: 08941393) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**“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 (the “Act”), as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”), 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, consent and approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Ajay Gupta (DIN: 08941393), who has provided his written consent to act as an independent director of the Company and has submitted a declaration confirming that he meets the criteria for reappointment as an Independent Director under the Companies Act, for a period of 5 consecutive years from 17<sup>th</sup> August 2024 to 16<sup>th</sup> August 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 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 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 for the payment of remuneration to Mr. Ajay Gupta, capped at a maximum of USD 50,000 (including sitting fees paid during any financial year), for his contribution to the Company’s growth strategy;

**RESOLVED FURTHER THAT** any one of the Director and/or Group CFO and/or Company Secretary of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Karnataka, at Bangalore, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

*Pallavi*



**Healthium Medtech Limited**

Corporate Office : 8<sup>th</sup> Floor, Incubex Workspaces Brigade Triumph, Dasarahalli Main Road, Sector -B, Hebbal, Bengaluru, Karnataka - 560 092, India.

Registered Office : 472/D, 13<sup>th</sup> Cross, 4<sup>th</sup> Phase, Peenya Industrial Area, Bengaluru, Karnataka - 560 058. India. | Tel : +91 80 4186 8000 | Email : care@healthiummedtech.com

www.healthiummedtech.com | CIN : U03311KA1992PLC013831

**RESOLVED FURTHER THAT** any of the Directors and/or Group CFO and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**2. TO APPROVE THE RE-APPOINTMENT OF MR. RAMESH SUBRAHMANIAN (DIN: 02933019) 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 Mr. Ramesh Subrahmanian (DIN: 02933019), who has provided his 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 3 months from 17<sup>th</sup> August 2024 to 16<sup>th</sup> November 2024, 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. Ramesh Subrahmanian, capped at a maximum of SGD 70,000 (including sitting fees paid during any financial year), for his contribution to the Company’s growth strategy;

**RESOLVED FURTHER THAT** the duly executed forms (including forms DIR-2, DIR-8 and MBP-1) received from Mr. Ramesh Subrahmanian;

**RESOLVED FURTHER THAT** any one of the directors of the Company and/or Group CFO of the Company and/or company secretary 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 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.”

*Pallavi*  


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3. **TO APPROVE THE APPOINTMENT OF MRS. KANKANA BARUA (DIN: 09348557) AS A WOMAN DIRECTOR (EXECUTIVE) 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, 196, and 161, and other applicable provisions, including any modifications or re-enactments thereof, of the Companies Act, 2013 (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, the shareholders approve the appointment of Mrs. Kankana Barua (DIN: 09348557), who has provided her consent in Form DIR-2 to act as a director of the Company, as a woman director (executive), with immediate effect, to hold office for a period of 1 year, i.e., from 17<sup>th</sup> August 2024 to 16<sup>th</sup> August 2025;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196 and 197 of the Act, read with Schedule V and any other applicable provisions of the Act, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, applicable laws and the articles of association of the Company, and based on the recommendation of the nomination and remuneration committee and the board of directors of the company, the Company approves the payment of remuneration to Mrs. Kankana Barua (DIN: 09348557) up to a cap of INR 2 Crores per annum (excluding any payouts related to the surrender or cancellation of ESOP options or Phantom options held), in case the Company has no profits or its profits are inadequate during any financial year during her tenure. Such remuneration shall be by way of salary, perquisites, and allowances, in accordance with Schedule V of the Act;

**RESOLVED FURTHER THAT** the shareholders note the declarations pursuant to Section 164 and Section 184 of the Act, including intimation in Form DIR-8, form pertaining to the notice of disclosure of interest in Form MBP-1 and other details/documents, received from Mrs. Kankana Barua (DIN: 09348557);

**RESOLVED FURTHER THAT** any one of the directors and/or Group CFO and/or company secretary of the Company be and are hereby severally authorised to file the necessary e-forms with the jurisdictional Registrar of Companies and other relevant authorities pursuant to applicable laws and do all such acts, deeds, matters, and things as may be required to give effect to the above resolution;



*Pallavi*

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**RESOLVED FURTHER THAT** any of the directors and/or Group CFO and/or 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.”

**By order of the Board of Directors**

**For Healthium Medtech Limited**

*Pallavi*



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

**Date: 14th August 2024**  
**Place: Bangalore**

**Healthium Medtech Limited**

## 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, 4<sup>th</sup> Phase, 13<sup>th</sup> 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 28<sup>th</sup> December 2022 read with Circular No. 14/ 2020 dated 8.04.2020 and General Circular No. 3/2022 dated 05.05.2022 and after due examination, it has been decided to allow companies to conduct their EGMs 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 30<sup>th</sup> September, 2023. 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 ("VC") 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 Attendance Slip are not annexed to this Notice.
8. In compliance with the aforesaid MCA 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](mailto:pallavi.k@healthiummedtech.com).

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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 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](mailto: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](mailto: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 GooglePlay 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 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 Mr. Ajay Gupta is being re-appointed as an Independent Director of the company for a further period of 5 years from 17<sup>th</sup> August 2024 to 16<sup>th</sup> August 2029.

At the recommendation of the NRC Committee, the Board has approved the reappointment of Mr. Ajay Gupta, as an independent director and further recommended for shareholder's approval.

Name of the Director	Date of Birth	DIN	Expertise in specific functional area	Qualification	No. of equity shares held in the Company	Date of first appointment on the Board	List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)
Mr. Ajay Gupta	26/05/1964	08941393	A professional having global experience across multiple healthcare segments. He has over 28 years of global management consulting experience.	B.Tech & MBA	-	10/12/2020	IHX Private Limited

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

Healthium Medtech Limited

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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.

**ITEM NO. 2**

As per Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions of the Companies Act, 2013 Mr. Ramesh Subrahmanian is being re-appointed as an Independent Director of the company for a further period of 3 months from 17<sup>th</sup> August 2024 to 16<sup>th</sup> November 2024.

At the recommendation of the NRC Committee, the Board has approved the reappointment of Mr. Ramesh Subrahmanian, as an independent director and further recommended for shareholder's approval.

Name of the Director	Date of Birth	DIN	Expertise in specific functional area	Qualification	No. of equity shares held in the Company	Date of first appointment on the Board	List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)
Mr. Ramesh Subrahmanian	24/04/1961	02933019	A global business leader with a consistent record of value-creation in pharma and medical devices industry.	B.Com	-	29/09/2020	Laurus Labs Limited

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

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.

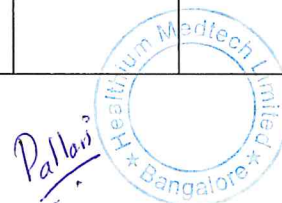
**ITEM NO. 3**

As per Sections 149, 196 and 161 and other applicable provisions of the Companies Act, 2013 Mrs. Kankana Barua is being appointed as a Woman Director (executive) of the Company for a period of 1 year i.e. 17<sup>th</sup> August 2024 to 16<sup>th</sup> August 2025.

At the recommendation of the NRC Committee, the Board has approved the reappointment of Mrs. Kankana Barua as a Woman Director (executive) and further recommended for shareholder's approval.

The details and qualifications of Mrs. Kankana Barua is as follows:

Name of the Director	Date of Birth	DIN	Expertise in specific functional area	Qualification	No. of equity shares held in the Company	Date of first appointment on the Board	List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)
Mrs. Kankana Barua	26/11/1965	09348557	An enterprising professional with a background in Human Resources, Kankana is a great coach and mentor and is focused on creating	Company Secretary, Law Graduate and holds a PGDHRM degree	53,385	14/08/2024	Quality Needles Private Limited  Carenow Medical Private Limited  Carenow Lifesciences Private Limited



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			platforms for employees to operate at their full capacity. She is responsible for the transformation and integration of the Group Companies				
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None of the directors or key managerial personnel, nor their relatives, exhibit any interest in the aforementioned resolution except Mrs. Kankana Barua

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.

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

*Pallavi*



**CS Pallavi Karkera  
Company Secretary**

**Membership No.: F10224**

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

**Date: 14<sup>th</sup> August 2024**

**Place: Bangalore**

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