

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s).

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (02/2024-2025) OF THE SHAREHOLDERS OF HEALTHIUM MEDTECH LIMITED SHALL BE HELD AT 9:00 A.M., ON FRIDAY, 31 MAY 2024, VIA VIDEO CONFERENCING THROUGH MICROSOFT TEAMS HOSTED FROM INCUBEX WORKSPACES, BRIGADE TRIUMPH, DASARAHALLI MAIN ROAD, SECTOR-B, HEBBAL, BANGALORE-560092 TO TRANSACT THE FOLLOWING BUSINESS AT A SHORTER NOTICE:

#### SPECIAL BUSINESS(s):

1. TO TAKE NOTE OF WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. ANISH VANRAJ BAFNA, (DIN: 02925792) MANAGING DIRECTOR AND CEO 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 Section 197 of the Companies Act 2013 ("Act") read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any subsequent amendment(s) or re-enactment thereof currently in force, and pursuant to the recommendations of and Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for waiver of recovery of excess managerial remuneration paid to Mr. Anish Vanraj Bafna (DIN: 02925792), Managing Director and Chief Executive Officer of the Company for the financial year 2023-2024, which is in excess of the limits prescribed under the Act, in view of the inadequate profits made by the Company for the financial year 2023-2024 and within the limits as approved by the Members of the Company at their Annual General Meeting held on 20th July 2023, for a period a period of 5 years with effect from 9th November 2023 to 28th November 2028.

**RESOLVED FURTHER THAT** the Board of Directors and Nomination and Remuneration Committee of the Company be and is hereby authorized to undertake all such acts, deeds, matters, and things and execute all such document(s), deed(s), and agreement(s) as may be deemed necessary, proper, expedient, incidental or desirable in its absolute discretion to give effect to this resolution."

2. APPROVAL OF REMUNERATION PAYABLE TO MR. ANISH VANRAJ BAFNA, (DIN: 02925792) MANAGING 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 Section 197 of the Companies Act 2013 ("Act"), read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any subsequent amendments or re-enactments thereof currently in force, and any other applicable provisions of the Act, if any, and Articles of Associations of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent and approval of the members be and is hereby accorded for payment of remuneration, as defined under section 2(78) of the Companies Act, 2013 to Mr. Anish Vanraj Bafna (DIN: 02925792), as approved by the Members of the Company at their Annual General Meeting held on 20th July 2023, as minimum remuneration in case the Company has no profits or its profits are inadequate during any financial year during the pendency of his tenure.

#### **Healthium Medtech Limited**

Corporate Office: 8th Floor, Incubex Workspaces, Brigade Triumph, Dasarahalli Main Road, Sector - B, Hebbal, Bengaluru, Kamataka - 560 092, India. Registered Office: 472/D, 13th Cross, 4th Phase, Peenya Industrial Area, Bengaluru, Karnataka - 560 058, India. | Tel: 491804186 8000 | Email:

Jealt

care@healthiummedtech.com www.healthiummedtech.com | CIN: U03311KA1992PLC073831



**RESOLVED FURTHER** that all other existing terms and conditions of appointment of Mr. Anish Vanraj Bafna shall remain unchanged unless otherwise modified by the Board of Directors of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.

# 3. Approval of remuneration payable to Mr. Mohammed Azeez (DIN: 03527725), Whole Time 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 Section 197 of the Companies Act 2013 ("Act"), read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any subsequent amendments or re-enactments thereof currently in force, and any other applicable provisions of the Act, if any, and Articles of Associations of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent and approval of the members be and is hereby accorded for payment of remuneration, as defined under section 2(78) of the Companies Act, 2013 to Mr. Mohammed Azeez (DIN 03527725), as approved by the Members of the Company at their at their Extraordinary General Meeting held on 4th March, 2022, as minimum remuneration in case the Company has no profits or its profits are inadequate during any financial year during the pendency of his tenure,

**RESOLVED FURTHER** that all other existing terms and conditions of appointment of Mr. Anish Vanraj Bafna shall remain unchanged unless otherwise modified by the Board of Directors of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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."

#### 4. APPROVAL OF REMUNERATION TO INDEPENDENT DIRECTORS:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:** 

a) APPROVAL OF REMUNERATION PAYABLE TO MRS. NAMRATA KAUL (DIN: 00994532) FOR FY 2023-24

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act 2013 ("Act") read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Members hereby approve remuneration payable to Mrs. Namrata Kaul capped at not more than INR 37,00,000 (including the sitting fees paid during the fiscal year 2023-24) for her contribution to the Company's growth strategy;

**RESOLVED FURTHER THAT** in case of no profits or inadequate profits during any financial year, the remuneration shall be paid as per the limits prescribed under Schedule V of the Companies Act, 2013 and applicable rules thereunder."

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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

**Healthium Medtech Limited** 

Corporate Office: 8th Floor, Incubex Workspaces, Brigade Triumph, Dasarahalli Main Road, Sector - B, Hebbal, Bengaluru, Kamataka - 560.092, India. Registered Office: 472/D, 13th Cross, 4th Phase, Peenya Industrial Area, Bengaluru, Karnataka - 560.058, India. I Tel: +91.80.4186.8000 | Email: care@healthiummedtech.com www.healthiummedtech.com | CIN: U03311KA1992PLC013831



resolution."

b) APPROVAL OF REMUNERATION PAYABLE TO MR. RAMESH SUBRAHMANIAN (DIN: 02933019) FOR FY 2023-24

**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act 2013 ("**Act**") read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the shareholders hereby approve remuneration payment to Mr. Ramesh Subrahmanian capped at not more than INR 43,21,450 (SGD 70,000 FX conversion rate 61.7350) (including the sitting fees paid during the fiscal year 2023-24) for his contribution to the Company's growth strategy.

**RESOLVED FURTHER THAT** in case of no profits or inadequate profits during any financial year, the remuneration shall be paid as per the limits prescribed under Schedule V of the Companies Act, 2013 and applicable rules thereunder."

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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."

c) APPROVAL OF REMUNERATION PAYABLE TO MR. AJAY GUPTA (DIN: 08941393) FOR FY 2023-24

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act 2013 ("Act") read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the shareholders hereby approve remuneration payment to Mr. Ajay Gupta capped at not more than INR 41,70,250 (\$ 50,000 FX 83.4050) (including the sitting fees paid during the fiscal year 2023-24) for his contribution to the Company's growth strategy;

**RESOLVED FURTHER THAT** in case of no profits or inadequate profits during any financial year, the remuneration shall be paid as per the limits prescribed under Schedule V of the Companies Act, 2013 and applicable rules thereunder."

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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: 31<sup>st</sup> May 2024 Place: Bangalore



#### 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.
- 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.

#### 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 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





#### ANNEXURE - I TO NOTICE

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

#### ITEM NO. 1

The Members of the Company at their meeting held on 27<sup>th</sup> August 2021 approved the ceiling of the remuneration payable to Mr. Anish Vanraj Bafna under the applicable provisions, by way of a special resolution, for his tenure till 28<sup>th</sup> November 2023. Subsequently, by way of an ordinary resolution passed at the Annual General Meeting held on 20<sup>th</sup> July 2023 for his reappointment, the Members of the Company approved a cap on his remuneration at the amount stipulated under Schedule V of the Companies Act 2013, or INR 14 crores, whichever is higher.

The Members may note that pursuant to ESOP related accruals and valuation, the Company has made inadequate profits for the financial year 2023-2024 and as such, the remuneration paid to Mr. Anish Vanraj Bafna in such financial year exceeded the limits specified under Section 197 of the Act read with Schedule V thereto. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company by way of the aforesaid ordinary resolution and paid to Mr. Anish Vanraj Bafna is justified in terms of his key role within the Company.

The Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on 30<sup>th</sup> May, 2024, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Anish Vanraj Bafna and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mr. Anish Vanraj Bafna. The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

| Details of Mr. Anish Vanraj Bafna   | Particulars   |
|---|---|
| Age   | 55  |
| Qualifications  | B.SC and Post Graduate Diploma in Management (P.G.D.M)  |
| Experience  | Anish's career spans 29 years with a strong focus on the Healthcare and devices sector, with stints in multiple countries. In his last assignment, he was President Japan, for Baxter International.  |
| Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Mr. Anish Vanraj Bafna will serve as a Managing Director and CEO of the company, not liable to retire by rotation for a period of five years from 9 <sup>th</sup> November 2023 to 28 <sup>th</sup> November 2028.  The remuneration was recommended by the Nomination and remuneration committee and further approved by the Board of Directors subject to the |
|   | shareholders approval.  |
| Date of first appointment on the board  | 29/11/2018 Medica   |
| Shareholding in the Company   | 0.23%   |



| Relationship with other Directors, Manager and other | NA   |
|--|--|
| Key Managerial Personnel of the Company              |  |
| Number of meetings of board attended during the      | 7  |
| year   |  |
| Other Directorships, Membership/ Chairmanship of     | Member of ESG & CSR Committee of Healthium     |
| Committees of other boards                           | Quality Needles Private Limited- Director      |
|  | Carenow Lifesciences Private Limited- Director |
|  | Cleardew Pacific INC- Director                 |

Save and except Mr. Anish Vanraj Bafana and his relatives to the extent of their shareholding interest, if any, in the Company for item no. 1, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 1.

It is recommended that resolution no. 1 of this notice be considered as the Special Resolution for the approval of shareholders.

#### ITEM NO. 2

As stated earlier, Mr. Anish Vanraj Bafna was re-appointed as the Managing Director of the Company at the Annual General Meeting held on 20<sup>th</sup> July 2023. As explained under item no. 1, pursuant to ESOP related accruals, the Company has made inadequate profits for the financial year 2023-2024.

In any financial year where the Company either generates no profits or its profits are inadequate, the remuneration payable to Mr. Anish Vanraj Bafna shall adhere to as specified in Schedule V of the Companies Act, 2013.

In case in any year Mr. Anish Vanraj Bafna receive remuneration exceeding the prescribed limits, whether directly or indirectly, he is obligated to refund the excess amount to the Company within two years or within a shorter period as determined by the Company. Until such refund is made, Mr. Anish Vanraj Bafna holds the excess amount in trust for the Company. However, the possibility of waiving off this refund obligation is contingent upon the passing of a special resolution within two years from the date the excess amount becomes refundable, and in compliance with the provisions outlined in Schedule V of the Companies Act, 2013.

The Shareholders are requested to authorise the Board of Directors of the Company to execute all necessary actions and decisions to implement the directives outlined in this resolution.

None of the directors other than Mr. Anish Vanraj Bafna have any interest in or are related to this particular transaction.

It is recommended that resolution no. 2 of this notice be considered as the Special Resolution for the approval of shareholders.

| Details of Mr. Anish Vanraj Bafna   | Particulars  |
|---|--|
| Age   | 55   |
| Qualifications  | B.SC and Post Graduate Diploma in Management (P.G.D.M)   |
| Experience  | Anish's career spans 29 years with a strong focus on the Healthcare and devices sector, with stints in multiple countries. In his last assignment, he was President Japan, for Baxter International.               |
| Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Mr. Anish Vanraj Bafna will serve as a Managing Director and CEO of the company, not liable to retire by rotation for a period of five years from 9 <sup>th</sup> November 2023 to 28 <sup>th</sup> November 2028. |



|  | The remuneration was recommended by the Nomination and remuneration committee and furthe approved by the Board of Directors subject to the shareholders approval. |  |  |  |  |
|--|---|--|--|--|--|
| Date of first appointment on the board               | 29/11/2018  |  |  |  |  |
| Shareholding in the Company                          | 0.23%   |  |  |  |  |
| Relationship with other Directors, Manager and other | NA  |  |  |  |  |
| Key Managerial Personnel of the Company              |   |  |  |  |  |
| Number of meetings of board attended during the      | 7   |  |  |  |  |
| year   |   |  |  |  |  |
| Other Directorships, Membership/ Chairmanship of     | Member of ESG & CSR Committee of Healthium  |  |  |  |  |
| Committees of other boards                           | Quality Needles Private Limited- Director   |  |  |  |  |
|  | Carenow Lifesciences Private Limited- Director  |  |  |  |  |
|  | Cleardew Pacific INC- Director  |  |  |  |  |

### ITEM NO. 3

Mr. Mohammed Azeez was appointed as the Whole Time Director of the Company at the Extraordinary General Meeting held on 4<sup>th</sup> March 2022. Pursuant to ESOP related accruals, the Company has made inadequate profits for the financial year 2023-2024.

In any financial year where the Company either generates no profits or its profits are inadequate, the remuneration payable to Mr. Mohammed Azeez shall adhere to as specified in Schedule V of the Companies Act, 2013.

In case in any year Mr. Mohammed Azeez receive remuneration exceeding the prescribed limits, whether directly or indirectly, he is obligated to refund the excess amount to the Company within two years or within a shorter period as determined by the Company. Until such refund is made, Mr. Mohammed Azeez holds the excess amount in trust for the Company. However, the possibility of waiving off this refund obligation is contingent upon the passing of a special resolution within two years from the date the excess amount becomes refundable, and in compliance with the provisions outlined in Schedule V of the Companies Act, 2013.

The Shareholders are requested to authorise the Board of Directors of the Company to execute all necessary actions and decisions to implement the directives outlined in this resolution.

| Details of Mr. Mohammed Azeez   | Particulars   |
|---|---|
| Age   | 53  |
| Qualifications  | Biologist with Master's degree in Microbiology  |
| Experience  | Prior to joining Healthium, he worked with United Medical Industries Co. Limited as a microbiologist, quality control supervisor and a quality assurance manager. He oversees all daily operations and sets strategies for overall production planning for both export and domestic business. |
| Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Mr. Mohammed Azeez will serve as a Whole-Time Director of the company, not liable to retire by rotation for a period of five years from 5 <sup>th</sup> March 2022 to 4 <sup>th</sup> March 2027  |
|   | The remuneration was recommended by the Nomination and remuneration committee and further approved by the Board of Directors subject to the shareholders approval   |



| Date of first appointment on the board               | 26/11/2014                                |
|--|---|
| Shareholding in the Company                          | 0.01%                                     |
| Relationship with other Directors, Manager and other | NA  |
| Key Managerial Personnel of the Company              |   |
| Number of meetings of board attended during the      | 8   |
| year   |   |
| Other Directorships, Membership/ Chairmanship of     | Carenow Medical Private Limited- Director |
| Committees of other boards                           | Mena Medical Manufacturing FZC- Manager   |
| 4  |   |

None of the directors other than Mr. Mohammed Azeez have any interest in or are related to this particular transaction.

It is recommended that resolution no. 3 of this notice be considered as the Special Resolution for the approval of shareholders.

#### ITEM NO. 4

The Members of the Company at their meeting held on 17<sup>th</sup> August 2021, approved appointment of Mrs. Namrata Kaul, Mr. Ramesh Subrahmanian, and Mr. Ajay Gupta as independent directors to hold office for a tenure of 3 years until 16<sup>th</sup> August 2024. Pursuant to the provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the shareholders have approved remuneration payments for their respective contributions to the Company's growth, capped at not more than \$50,000 each, inclusive of the sitting fees paid during the fiscal year 2023-24.

The Members may note that pursuant to ESOP related accruals, the Company has made inadequate profits for the financial year 2023-2024 and as such, the remuneration proposed to be paid to the independent directors exceed the limits specified under Section 197 of the Act read with Schedule V thereto. Pursuant to Section 197(10) of the Act, in such an event, the commission to independent directors can be paid only by way of passing of a special resolution.

None of the directors other than Mrs. Namrata Kaul, Mr. Ramesh Subrahmanian, and Mr. Ajay Gupta have any interest or are related to this particular transaction.

It is recommended that resolution no. 4 of this notice be considered as the Special Resolution for the approval of shareholders

| Details<br>Independent<br>Directors | of | Mrs. Namrata Kaul   | Mr. Ramesh<br>Subrahmanian  | Mr. Ajay Gupta  |  |
|-------------------------------------|----|---|---|---|--|
| Age                                 |    | 60  | 63  | 60  |  |
| Qualifications                      |    | Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad  | Bachelor's degree in Commerce from the University of Mumbai and has qualified as a Chartered Accountant in England and Wales. | Bachelor's degree in Technology from the Indian Institute of Technology, Delhi and a Master's degree in Business Administration from Leland Stanford Junior University. |  |
| Experience                          |    | She has also been awarded a scholarship under the Chevening Gurukul Fellowship in Leadership and Excellence by the Foreign and Commonwealth | He has significant experience in the pharmaceutical and medical devices   | He has over 28 years of global management consulting experience and has served as a Senior Partner at McKinsey & Company.   |  |



|   | Office to study at the Li<br>School of Economics<br>Political Science. She prev<br>worked with ANZ Grindlays<br>PLC and Deutsche Bank A  | and has worked with iously KCI Medical Asia Bank Pte. Limited,  |  |  |
|---|--|---|--|--|
| Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Mrs. Namrata Kaul will set an Independent Director to August 2024 as per of terms of appointment and liable to retire by rotation.  The remuneration recommended by Nomination and remune committee and further apply the Board of Directors situation to the shareholders approved. | was the traition aroved ubject will serve as an independent independent Director till 16th August 2024 as per original terms of appointment and not liable to retire by rotation. | Mr. Ajay Gupta will serve as an Independent Director till 16 <sup>th</sup> August 2024 as per original terms of appointment and not liable to retire by rotation.  The remuneration was recommended by the Nomination and remuneration committee and further approved by the Board of Directors subject to the shareholders approval |  |
| Date of first appointment on the board  | 16/08/2021   | 29/09/2020  | 10/12/2020   |  |
| Shareholding in the Company   | NIL  | NIL   | 0.01   |  |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company  | NA   | NA  | NA   |  |
| Number of meetings of board attended during the year  | 6  | 8   | 8  |  |
| Other Directorships, Membership/ Chairmanship of Committees of  | Audit Committee Member of<br>HML<br>NRC Committee Chairman<br>HML  | Chairman of HML   | NRC Committee member of HML  IHX Private Additional Limited Director   |  |
| other boards  | Havells India Independe Limited Director   |   | VIC Director & Shareholder   |  |



|  | Schneider Electric Infrastructure Limited Prime Securities Limited Fusion Micro | Independent<br>Director  Independent<br>Director  Independent | Be The Match<br>Foundation,<br>USA- Board<br>Member<br>Bone Marrow<br>Donor Program | Venture Development, LLC OnPoint Surgical, Inc. Innovaccer, Inc. BJC | Director & Shareholder Advisory Board Director |
|--|---|---|---|--|--|
|  | Finance<br>Limited  | Director  | (BMDP)- Board<br>Member   | Healthcare<br>Vizient Inc.,  | Director                                       |
|  | Vivriti Capital<br>Limited  | Director<br>(Independent)<br>&<br>Shareholder                 | Lymphoma<br>Research<br>Foundation  | Anshu Gupta Exempt Children's Trust                                  | Trustee  |
|  | Vivriti Asset<br>Management<br>Private<br>Limited                               | Director<br>(Independent)                                     | (USA)-Board<br>Member   |  |  |
|  | Prime<br>Research<br>and Advisory<br>Limited                                    | Independent<br>Director                                       |   |  |  |
|  | Synergetics Management and Engineering Consultants Private Limited              | Director &<br>Shareholder                                     |   |  |  |
|  | O2 Power<br>Private<br>Limited  | Shareholder   |   |  |  |
| The state of the s | O2 Power,<br>Singapore  | Advisory<br>Board   |   |  |  |
|  | Padup<br>Ventures<br>Services LLP   | Individual<br>Partner   |   |  |  |

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: 31st May 2024 Place: Bangalore