



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (01/2023-2024) OF THE SHAREHOLDERS OF HEALTHIUM MEDTECH LIMITED (*FORMERLY KNOWN AS HEALTHIUM MEDTECH PRIVATE LIMITED*) SHALL BE HELD AT 9:30 A.M., ON TUESDAY, 2nd MAY 2023 VIA VIDEO CONFERENCING THROUGH MICROSOFT TEAMS HOSTED FROM ARLIGA NORTH STAR, COWRKS, 12th FLOOR ADJACENT TO GALLERIA MALL, YELAHANKA, BANGALORE-560064 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS(s):

1. APPROVING THE AMENDMENT TO THE "HEALTHIUM TIME BASED KEY EMPLOYEE STOCK INCENTIVE PLAN 2019 ("TIME BASED MIP 2019")

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amended Healthium Time Based Key Employee Stock Incentive Plan 2019 ("Time Based MIP 2019") which is updated in terms to reward for the industry leading performance delivered by the management team and ensure full alignment of management with investor objectives, the MIP Scheme of 2019 has been amended."

"**RESOLVED FURTHER THAT** the members of Nomination and Remuneration Company or Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

Healthium Medtech Limited

(Formerly known as Healthium Medtech Private Limited)

Corporate Officer: Arliga North Star, Cowrks, 12th Floor, Adjacent to Galleria Mall, Ambedkar Colony, Yelahanka, Bengaluru 560064.
Registered Office: 472/D, 13th Cross, 4th Phase, Peenya Industrial Area, Bengaluru-560058, India
www.healthiummedtech.com | CIN: U03311KA1992PLC013831

2. APPROVING THE AMENDMENT TO THE “HEALTHIUM PERFORMANCE BASED KEY EMPLOYEE STOCK INCENTIVE PLAN 2019 (“PERFORMANCE BASED MIP 2019”)

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amended Healthium Performance Based Key Employee Stock Incentive Plan 2019 (“Performance Based MIP 2019”) which is updated in terms to reward for the industry leading performance delivered by the management. team and ensure full alignment of management with investor objectives, the MIP Scheme of 2019 has been amended.”

“**RESOLVED FURTHER THAT** the members of Nomination and Remuneration Company or Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**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: 10.04.2023
Place: Bangalore**

Healthium Medtech Limited

(Formerly known as Healthium Medtech Private Limited)

Corporate Office: Arliga North Star, Cowrks, 12th Floor, Adjacent to Galleria Mall, Ambedkar Colony, Yelahanka, Bengaluru 560064.
Registered Office: 472/D, 13th Cross, 4th Phase, Peenya Industrial Area, Bengaluru-560058, India
www.healthiummedtech.com | CIN: U03311KA1992PLC013831

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 11am 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 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 30th 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 AGM 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.
10. All documents referred to in the Notice will be open for inspection through electronic mode during the EGM.

Healthium Medtech Limited

(Formerly known as Healthium Medtech Private Limited)

Corporate Office: Arliga North Star, Cowrks, 12th Floor, Adjacent to Galleria Mall, Ambedkar Colony, Yelahanka, Bengaluru 560064.
Registered Office: 472/D, 13th Cross, 4th Phase, Peenya Industrial Area, Bengaluru-560058, India
www.healthiummedtech.com | CIN: U03311KA1992PLC013831

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/vishal.m@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 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 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.

Healthium Medtech Limited

(Formerly known as Healthium Medtech Private Limited)

Corporate Office: Arliga North Star, Cowrks, 12th Floor, Adjacent to Galleria Mall, Ambedkar Colony, Yelahanka, Bengaluru 560064.

Registered Office: 472/D, 13th Cross, 4th Phase, Peenya Industrial Area, Bengaluru-560058, India

www.healthiummedtech.com | CIN: U03311KA1992PLC013831



ANNEXURE – I TO NOTICE

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

ITEM NO. 1 & 2

The Company had implemented the “Healthium Performance Based Key Employee Stock Incentive Plan 2019 (“Performance Based MIP 2019”), with a view to attract, retain, incentivize and motivate employees of the Company and its subsidiary Company by way of rewarding their performance and motivate them to contribute to the overall Healthium Group growth and profitability.

The Plan was originally approved vide shareholder’ resolution dated 7th May 2019 in due compliance of the provisions of Companies Act, 2013. The plan was later amended by the shareholder’ resolution dated 27th August, 2021 to insert the requirement under provision of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2021.

As a reward for the industry leading performance delivered by the management. team and ensure full alignment of management with investor objectives, the MIP Scheme of 2019 has been amended

Key objectives of proposed amendment

- Leaves the management better off in all scenarios
- Provides additional “downside protection” i.e., performance MIP vests at a lower exit multiple
- Ensures full alignment between Apex and management
- Incentivizes mgmt. towards accretive M&A (which is accretive to management returns), including using proceeds from Clinisupplies for M&A

Key changes

- Calculation of MOIC on levered basis (i.e., directly linked to Apex MOIC)
- Revised performance vesting thresholds – vesting has been increased across all return scenarios with 100% performance vesting at 3.0x and above

Subject to your approval, the Nomination and Remuneration Committee and Board of Directors of the Company have respectively approved the aforesaid proposed amendments vide their resolution dated 6th April, 2023.

Given the details of amendments, rationale thereof and beneficiaries of such variation, as per rule 12(5) of the Companies Act, 2013, your approval is sought in lines stated above.

Amended Plan detailed in Annexure 1:

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in these resolution, except to the extent of the securities that may be offered to them under the Time Based MIP 2019 and Performance Based MIP 2019.

Healthium Medtech Limited

(Formerly known as Healthium Medtech Private Limited)

Corporate Officer: Arliga North Star, Cowrks, 12th Floor, Adjacent to Galleria Mall, Ambedkar Colony, Yelahanka, Bengaluru 560064.
Registered Office: 472/D, 13th Cross, 4th Phase, Peenya Industrial Area, Bengaluru-560058, India
www.healthiummedtech.com | CIN: U03311KA1992PLC013831



Accordingly, your Board recommends passing of the resolution as set out in accompanying notice.

**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: 10.04.2023

Place: Bangalore

Healthium Medtech Limited

(Formerly known as Healthium Medtech Private Limited)

Corporate Office: Ariga North Star, Cowrks, 12th Floor, Adjacent to Galleria Mall, Ambedkar Colony, Yelahanka, Bengaluru 560064.

Registered Office: 472/D, 13th Cross, 4th Phase, Peenya Industrial Area, Bengaluru-560058, India

www.healthiummedtech.com | CIN: U03311KA1992PLC013831