



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (02/2023-2024) OF THE SHAREHOLDERS OF HEALTHIUM MEDTECH LIMITED SHALL BE HELD AT 9:15 A.M., ON FRIDAY, 22ND SEPTEMBER 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. ALTERATION IN THE MEMORANDUM OF ASSOCIATION 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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, including the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "**Companies Act**"), the consent and approval of the Members be and is hereby granted for amending the Object Clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Object Clause of the Memorandum of Association of the Company be altered by inserting Clause no. 2, 3 and 4 after the existing Clause no.1 in the main object of the Memorandum as follows:

2. *To carry on the business of manufacturing, marketing, and selling of arthroscopy products, sutures, wound dressings, surgical and endoscopic equipment, [allografts and viscco supplements] and all related medical devices.*

3. *To provide training, education and consultancy services to medical practitioners and professionals regarding the use and application of medical devices, including arthroscopy products, sutures, wound dressings, surgical and endoscopic equipment, [allografts and viscco supplements].*

4. *To establish and maintain partnerships, agencies and collaborations with manufactures, suppliers, and distributors of medical devices, including arthroscopy products, sutures, wound dressings, surgical and endoscopic equipment, [allografts and viscco supplements].*

"RESOLVED FURTHER THAT any one of the Directors or the Group CFO or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the

Healthium Medtech Limited

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

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above resolution, including but not limited to, file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required, for and in connection with the proposed adoption of altered Memorandum of Association of the Company, as may be required under the applicable laws, and filing of necessary e-forms with the Registrar of Companies, Karnataka at Bangalore and to comply with all other requirements in this regard.”

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

**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: 20th September 2023
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 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.

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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.

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 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



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ANNEXURE – I TO NOTICE

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

ITEM NO. 1

Alteration in the Main Objects Clause of the Memorandum of Association of the Company is proposed. This alteration aims to insert a new clause into the existing Memorandum of Association to make it wider to cover all the business activities undertaken currently and planned for future by including the below clause 2 to 4 to the Main objects:

2. To carry on the business of manufacturing, marketing, and selling of arthroscopy products, sutures, wound dressings, surgical and endoscopic equipment, [allografts and viscco supplements] and all related medical devices.

3. To provide training, education and consultancy services to medical practitioners and professionals regarding the use and application of medical devices, including arthroscopy products, sutures, wound dressings, surgical and endoscopic equipment, [allografts and viscco supplements].

4. To establish and maintain partnerships, agencies and collaborations with manufactures, suppliers, and distributors of medical devices, including arthroscopy products, sutures, wound dressings, surgical and endoscopic equipment, [allografts and viscco supplements].

A copy of existing Memorandum of Association and the revised Memorandum of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Extra-Ordinary General Meeting.

Pursuant to the provisions of Sections 13 of the Companies Act, 2013, as applicable, any amendment in memorandum of association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the persons are interested in the said resolution.

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.

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

Pallavi

**CS Pallavi Karkera
Company Secretary**

Membership No.: F10224

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