

**NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING**

SHORTER NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE HEALTHIUM MEDTECH LIMITED IS TO BE HELD ON THURSDAY, 20<sup>th</sup> JULY 2023 AT 10:00 A.M. THROUGH VIDEO CONFERENCING HOSTED FROM ARLIGA NORTH STAR, COWRKS, 12<sup>th</sup> FLOOR ADJACENT TO GALLERIA MALL, YELAHANKA, BANGALORE-560064

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**ORDINARY BUSINESS:**

1. TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS (AUDITED STANDALONE & CONSOLIDATED FINANCIAL STATEMENTS) FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH 2023 TOGETHER WITH THE AUDITOR'S REPORT AND BOARD'S REPORT THEREON.

*To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:*

“RESOLVED THAT the Audited Financial Statements of the Company which includes Balance Sheet (Standalone and Consolidated) as on 31<sup>st</sup> March 2023, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended on 31<sup>st</sup> March 2023 along with the Schedules and Notes appended thereto, Board's Report and the Auditor's Report thereon, be and are hereby received, considered and adopted.”

2. TO CONSIDER RE-APPOINTING MR. SUDARSHAN JAIN (DIN: 00927487), NOMINEE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

*To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:*

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, the rules made there under and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr. Sudarshan Jain (DIN:00927487) Nominee Director, who retires at this Thirty First Annual General Meeting, offers himself for re-appointment, be and is hereby approved to be re-appointed as a Director of the Company, liable to retire by rotation.”



*Pallavi*

**Healthium Medtech Limited**

Corporate Office : Arliga Northstar, Cowrks 12<sup>th</sup> Floor, Adjacent to Galleria Mall, Yelahanka, Bengaluru - 5600064, India

Registered Office: 472/D, 13<sup>th</sup> Cross, 4<sup>th</sup> Phase, Peenya Industrial Area, Bengaluru - 560 058. India.

www.healthiummedtech.com | CIN : U03311KA1992PLC013831

### 3. RETIREMENT BY ROTATION OF MR. SHASHANK SINGH, NOMINEE DIRECTOR

*To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** based on the recommendation of the Nomination & Remuneration Committee of the Board and the email dated 21<sup>st</sup> June, 2023 received from Mr. Shashank Singh, Nominee Director, wherein he has expressed his desire not to seek reappointment as a nominee Director of the Company, with effect from date of the ensuing annual general meeting ("AGM") of the Company, a copy of which is placed before the meeting for reference, be and is hereby noted and taken on record;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 of Companies Act, 2013, the vacancy arising out of non-appointment of Mr. Shashank Singh as a Director, be not filled up due to paucity of time and the same is be and hereby noted."

**RESOLVED FURTHER THAT** any of the director or key managerial personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do or cause to do such acts, deeds and things as may be considered necessary in connection with or incidental to giving effect to the above."

#### **SPECIAL BUSINESS:**

### 4. TO TAKE NOTE OF AMENDMENTS MADE TO THE HEALTHIUM PERFORMANCE BASED EMPLOYEE STOCK INCENTIVE PLAN 2019 AND HEALTHIUM TIME BASED EMPLOYEE STOCK INCENTIVE PLAN 2019 AND LETTER OF CLARIFICATION.

*To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** the members of the Company be and hereby take note of the amendments made to the Healthium Performance Based Employee Stock Incentive Plan 2019 and Healthium Time Based Employee Stock Incentive Plan 2019 which was approved by the Board in their meeting held on 6<sup>th</sup> April 2023 and Shareholders in their meeting held on 2<sup>nd</sup> May 2023 and to take note of the letter of clarification, placed before this meeting, in relation to definition of holding company and the same is taken on record;

**RESOLVED FURTHER THAT** any of the director be and are hereby severally authorised for and on behalf of the Company to do or cause to do such acts, deeds and things as may be considered necessary in connection with or incidental to giving effect to the above."





5. TO RATIFY REMUNERATION PAYABLE TO M/S K.S. KAMALAKARA & CO., COST AUDITOR FOR FY 2023-24

*To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Audit and Auditors) Rules, 2014, Companies (cost records and audit) Rules, 2014 or any other applicable provisions of the Companies Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of 1,10,000/-per annum (Rupees One Lakhs Ten Thousand only) and applicable taxes thereon as per the laws in force at the time of invoicing and re-imburement of out of pocket expenses towards travelling, conveyance, lodging, boarding etc. payable to M/s. K.S. Kamalakara & Co. (FRN: 000296), Cost Accountant, for conducting cost audit of the Company for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified;

**RESOLVED FURTHER THAT** any of the Directors and /or Group CFO and/or the Company Secretary & Compliance officer of the Company be and are hereby severally authorized to file necessary documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions."

6. APPROVAL FOR THE RELATED PARTY TRANSACTION FOR THE FINANCIAL YEAR 2023-24

*To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to provide the omnibus approval to enter into related party transaction at Arm's Length basis, for the Financial Year 2023-24, on such terms and conditions of which were placed before the members and for the maximum amounts per annum, as mentioned herein below:

SL NO	NATURE OF TRANSACTION	OF	NAME OF THE RELATED PARTY	NAME OF THE DIRECTOR/KMP WHO IS RELATED AND NATURE OF	MAXIMUM AMOUNTS (INR) IN MILLION



			<b>THEIR RELATIONSHIP</b>	
1	Sales and Purchase of goods and services	Quality Needles Private Limited	Subsidiary Company	250 millions
2	Sales and Purchase of goods and services	CareNow Medical Private Limited	Subsidiary Company	180 millions
3	Sales and Purchase of goods and services	Healthium Medtech (UK) Limited	Subsidiary Company	50 millions

**RESOLVED FURTHER THAT** the Company is required to maintain the register in Form MBP-4 under Section 184 and 188 with respect to particulars of all contracts or arrangements and shall be placed before the board for authentication and board members hereby authorize Managing Director and/or Group CFO and/or Company Secretary & Compliance officer of the Company to authenticate the register as maintained under Form MBP-4 for and on behalf of the board;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Group CFO and/or Company Secretary and Compliance officer, be and are hereby severally authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

**7. TO APPROVE REAPPOINTMENT OF MR. ANISH BAFNA (DIN:02925792) AS MANAGING DIRECTOR AND CEO OF THE COMPANY**

***To consider and, if thought fit, to pass following resolution as an Ordinary Resolution:***

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") as amended by the Companies (Amendment) Act, 2017 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force) read with Schedule V and any other applicable provisions of the Companies Act, 2013, if any and Article of Association of the Company, consent and approval of the members be and is hereby





accorded for re-appointment of Mr. Anish Bafna (DIN: 02925792) as a Managing Director and CEO of the Company for a period of 5 years, with effect from 9<sup>th</sup> November 2023 to 28<sup>th</sup> November 2028 on such terms and conditions including remuneration as may be approved by the members from time to time;

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable Mr. Anish Bafna (DIN: 02925792) as a Managing Director and CEO of the Company by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Schedule V of the Companies Act, 2013 or exceed INR 14 Crores p.a. whichever is higher, with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director;

**RESOLVED FURTHER THAT** if director draws or receives, directly or indirectly, by way of remuneration any such sums in excess to aforesaid shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company and such refund shall be waived off only by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the directors of the Company and/or Group CFO and/or Company Secretary be and hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

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

*Pallavi*

**Pallavi Karkera**

**Designation: Company Secretary**

**Membership No.: F10224**

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

**Date: 17 July 2022**

**Place: Bangalore**



## NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, in respect of the business matter 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 view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated January 13, 2021 read with Circular No 19/2021 dated December 08, 2021, and 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 respectively (collectively referred to as "MCA Circulars") permitted the holding of the AGM without the physical presence of the members at a common venue. 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 AGM through VC.
5. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting other than AGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote thereat. The members have accordingly given their consents to hold the meeting at a shorter notice.
6. The members can join the AGM 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.
7. The attendance of the members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
8. Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. In compliance with the aforesaid MCA Circulars, Notice of the AGM 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.
10. 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, Folio Number





and Number of shares held by them by sending an email to [pallavi.k@healthiummedtech.com](mailto:pallavi.k@healthiummedtech.com).

11. All documents referred to in the Notice will be open for inspection through electronic mode during the AGM.
12. Since the AGM 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.
13. 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 AGM through VC are as under:**

- a) An invitation to join the AGM 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 AGM, 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 Google Play 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.



## **ANNEXURE - I**

### **EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **ITEM NO. 4**

The amendments were made to the Healthium Time Based Key Employee Stock Incentive Plan 2019 and the Healthium Performance Based Key Employee Stock Incentive Plan 2019 (collectively referred to as the "Plans") by way of Board Resolution No. 7 and 8 dated 6<sup>th</sup> April 2023 and Resolution No. 1 and 2 passed at the Meeting of the Members dated 2<sup>nd</sup> May 2023, some questions have been raised with respect the definition of "Holding Entity" as used in the Plans, the definition of which has been extracted below for ease of reference:

*"Holding Entity" means Apax IX Holdings Limited*

Given that the "Holding Company" of the Company is Quinag Acquisition (FDI) Ltd ("Quinag"), some questions have been raised with respect to the amendments made to the Plans to have Apax IX Holdings Limited ("Apax") as the "Holding Entity" instead of Quinag.

The Company clarifies that the Plans were formulated by the Company in 2018 after Apax acquired a controlling stake in the group. The intention in devising the Plans was to offer equity participation in the Company to its employees on the basis of their years of association with the Company as well as their performance towards the growth of the business. One of the main parameters in being able to determine the number of options that an employee is entitled to receive is the return that Apax is able to derive upon a Complete Exit Event or Partial Exit Event (as defined in the Plans). To ensure that the appropriate returns could be calculated for this purpose and the Plans could be operationalised correctly, it was seen fit to amend the definition of 'Holding Entity' under both Plans to Apax. This change would have the effect of incentivizing the employees more by giving them a greater benefit than by simply calculating the returns made by Quinag.

It is further clarified that it is solely for the purpose of the Plans that the "Holding Entity" is being defined to mean Apax. For all other legal purposes (including for the purposes of making statutory filings, as applicable), Quinag is the Holding Company (as defined in Section 2(46) of the Companies Act, 2013) of the Company, which is in turn held (at a step-up level) by Tummel Holdco Limited.

Nomination and Remuneration Committee and the Board of directors of the Company recommending to take note of resolution no. 4.

None of the directors and/or their relatives is in any way concerned and/or interested, either financially or otherwise, in passing the proposed resolution, save and except to the extent of their respective interest as members of the Company.





## **ITEM NO. 5**

### **RATIFICATION OF REMUNERATION TO COST AUDITORS FOR FY 2022-23**

As per Section 148 of Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the Board is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in their subsequent general meeting.

In view of the above, it is to be hereby informed that, the Board of Directors of the Company at its meeting held on 23<sup>rd</sup> June, 2023 has considered and approved the appointment of M/s. K.S. KAMALAKARA & CO. (FRN: 000296), Cost Accountants, as the cost auditor of the Company for the financial year 2023-24 and at such remuneration of Rs. 1,10,000/-per annum (Rupees One Lakhs Ten Thousand only) and applicable taxes thereon as per the laws in force at the time of invoicing and re-imburement of out of pocket expenses towards travelling, conveyance, lodging, boarding etc., subject to ratification by the members.

None of the directors and/or their relatives is in any way concerned and/or interested, either financially or otherwise, in passing the proposed resolution, save and except to the extent of their respective interest as members of the Company.

The board of directors of the Company recommends the resolutions set out at Item No. 5 of the accompanying Notice for your approval as ordinary resolution.

## **ITEM NO. 6**

### **APPROVAL OF RELATED PARTY TRANSACTION**

Pursuant to provisions Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution for certain Related Party Transactions which exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business and on an arm's length basis.

However, as a measure of transparency, the company every year is obtaining approval of shareholders for the related party transactions to ensure that all the related party transactions entered by the company at any given point of time are according to the prior approval of the shareholders.



The board has provided its omnibus approval to the related party transactions of the Financial Year 2023-24 in the board meeting held on 23<sup>rd</sup> June 2023.

SL NO	NATURE OF TRANSACTION	NAME OF THE RELATED PARTY	NAME OF THE DIRECTOR/KMP WHO IS RELATED AND NATURE OF THEIR RELATIONSHIP	MAXIMUM AMOUNTS (RS) IN MILLION
1	Sales and Purchase of goods and services	Quality Needles Private Limited	Subsidiary Company	250 millions
2	Sales and Purchase of goods and services	Carenow Medical Private Limited	Subsidiary Company	180 millions
3	Sales and Purchase of goods and services	Healthium Medtech (UK) Limited	Subsidiary Company	50 millions

None of the directors and/or their relatives is in any way concerned and/or interested, either financially or otherwise, in passing the proposed resolution, save and except to the extent of their respective interest as members of the Company.

Hence, it is recommended the resolution no. 6 of this notice as the Ordinary Resolution for the approval of shareholders.

#### ITEM NO. 7

#### REAPPOINTMENT OF MR. ANISH BAFNA (DIN:02925792) AS MANAGING DIRECTOR AND CEO OF THE COMPANY

Pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") as amended by the Companies (Amendment) Act, 2017 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with Schedule V and any other applicable provisions of the Companies Act, 2013, if any and Article of Association of the Company, consent and approval of the members be and is hereby accorded for re-appointment of Mr. Anish Bafna (DIN: 02925792) as a Managing Director and CEO of the Company for a period of 5 years, with effect from 9<sup>th</sup> November 2023 to 28<sup>th</sup> November 2028.





Remuneration payable to Mr. Anish Bafna as a Managing Director and CEO of the Company shall not exceed 25% of the Net Profits calculated in accordance with Section 198 of the Companies Act, 2013;

In case of inadequacy of profits, the remuneration payable Mr. Anish Bafna (DIN: 02925792) as a Managing Director and CEO of the Company by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Schedule V of the Companies Act, 2013 or exceed INR 14 Crores p.a. whichever is higher, with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director;

None of the directors and/or their relatives is in any way concerned and/or interested, either financially or otherwise, in passing the proposed resolution.

Hence, it is recommended the resolution no. 7 of this notice as the Ordinary Resolution for the approval of shareholders

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



**Pallavi Karkera**

**Designation: Company Secretary**

**Membership No.: F10224**

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