

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (01/2024-2025) OF THE SHAREHOLDERS OF HEALTHIUM MEDTECH LIMITED SHALL BE HELD AT 9:30 A.M., ON WEDNESDAY, 17th APRIL 2024, VIA VIDEO CONFERENCING THROUGH MICROSOFT TEAMS HOSTED FROM 8TH FLOOR, INCUBEX WORKSPACES, BRIGADE TRIUMPH, DASARAHALLI MAIN ROAD, SECTOR - B, HEBBAL, BENGALURU, KARNATAKA - 560 092, INDIA

SPECIAL BUSINESS(s):

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the Memorandum and Articles of Association of the Company, the members hereby approve the amendment in Healthium Time Based Key Employee Stock Incentive Plan 2019 ("Time Based MIP 2019") as detailed below:

1. *amendment to Clause 6.3 to add Clause 6.3 (x) to the list of actions for which the Administrator (Nomination and Remuneration Committee) shall have the authority to approve, as set out below:*
 - *The Exercise Price of the Options granted, and the manner of payment thereof;*
2. *amendment to clause 13.2 (ii), to include the language set out below:*
 - *full payment of the Exercise Price for the Equity Shares with respect to which the Options are Exercised, unless anything to the contrary is prescribed by the Administrator. If the Holding Entity has received any Divestiture Proceeds (as defined hereinafter), then the Administrator may allow the Exercise Price to be adjusted by the Additional Amount (as defined hereinafter).*

RESOLVED FURTHER THAT *Mr. Anish Bafna, Managing Director of the Company, and/or any one of the members of the Nomination and Remuneration Committee, shall be and are hereby authorized to undertake all such acts, deeds, matters, and things, and to sign deeds, documents, letters, and any other necessary papers as may be necessary, desirable, and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purposes, including giving effect to the aforementioned resolutions."*

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) of the Companies Act, 2013, read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, and in accordance

Healthium Medtech Limited

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

www.healthiummedtech.com | CIN : U03311KA1992PLC013831



with the Memorandum and Articles of Association of the Company, the members hereby approve the amendment in Healthium Performance Based Key Employee Stock Incentive Plan 2019 ("Performance MIP 2019") as detailed below:

1. amendment to Clause 6.3 to add Clause 6.3 (x) and 6.3 (xiii) respectively to the list of actions for which the Administrator (Nomination and Remuneration Committee) shall have the authority to approve, as set out below:
 - The Exercise Price of the Options granted, and the manner of payment thereof;
 - Events that would trigger the acceleration of the Unvested Options.
2. deleting Clause 9.3;
3. amendment to clause 13.2 (ii), to include the language set out below:
 - full payment of the Exercise Price for the Equity Shares with respect to which the Options are Exercised, unless anything to the contrary is prescribed by the Administrator. If the Holding Company has received any Divestiture Proceeds (as defined hereinafter), then the Administrator may allow the Exercise Price to be adjusted by the Additional Amount (as defined hereinafter).

RESOLVED FURTHER THAT Mr. Anish Bafna, Managing Director of the Company, and/or any one of the members of the Nomination and Remuneration Committee, shall be and are hereby authorized to undertake all such acts, deeds, matters, and things, and to sign deeds, documents, letters, and any other necessary papers as may be necessary, desirable, and expedient, as they may in their absolute discretion deem fit or necessary or desirable for such purposes, including giving effect to the aforementioned resolutions."

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: 13th April 2024

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 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 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 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.
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

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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 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



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ANNEXURE – I TO NOTICE

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

ITEM NO. 1

The Company implemented the "Healthium Time Based Key Employee Stock Incentive Plan 2019" ("Time Based MIP 2019") to attract, retain, incentivize, and motivate employees of the Company and its subsidiaries by rewarding their performance and encouraging contributions to the overall growth and profitability of the Healthium Group.

The Plan was initially approved by shareholder resolution dated May 7, 2019, in compliance with the provisions of the Companies Act, 2013. Subsequently, the plan was amended by shareholder resolutions dated August 27, 2021, and May 2, 2023.

The proposed amendment to the Time Based MIP 2019, as outlined in the attached draft amended Time Based MIP 2019, includes the following:

1. amendment to Clause 6.3 to add Clause 6.3(x) to the list of actions for which the Administrator (Nomination and Remuneration Committee) shall have the authority to approve, as set out below:
 - The Exercise Price of the Options granted, and the manner of payment thereof.
2. amendment to clause 13.2 (ii), to include the language set out below:
 - full payment of the Exercise Price for the Equity Shares with respect to which the Options are Exercised, unless anything to the contrary is prescribed by the Administrator. If the Holding Entity has received any Divestiture Proceeds (as defined hereinafter), then the Administrator may allow the Exercise Price to be adjusted by the Additional Amount (as defined hereinafter).

At the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board recommended and approved the amended Time-Based MIP 2019 for approval by the shareholders.

Mr. Anish Bafana, Managing Director of the Company, Mr. Mohammed Azeez, Whole-time Director, Mr. Vishal Maheshwari, Group CFO, and Mrs. Pallavi Karkera, Company Secretary, express their interest as holders of granted options to the extent of their holdings. None of the directors or key managerial personnel, nor their relatives, exhibit any interest in the aforementioned 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.

ITEM NO. 2

The Company has implemented the "Healthium Performance-Based Key Employee Stock Incentive Plan 2019" ("Performance-Based MIP 2019") with the aim of attracting, retaining, incentivizing, and motivating employees across the Company and its subsidiary entities, rewarding their performance, and fostering contributions to the overall growth and profitability of the Healthium Group.

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The Plan received initial approval through a shareholder resolution dated May 7, 2019, in compliance with the provisions stipulated in the Companies Act, 2013. Subsequently, the plan underwent amendments via shareholder resolutions dated August 27, 2021, and May 2, 2023.

The proposed amendment to the Performance-Based MIP 2019, as outlined in the attached draft amended Performance-Based MIP 2019, involves:

1. amendment to Clause 6.3 to add Clause 6.3 (x) and 6.3 (xiii) respectively to the list of actions for which the Administrator (Nomination and Remuneration Committee) shall have the authority to approve, as set out below:
 - The Exercise Price of the Options granted, and the manner of payment thereof;
 - Events that would trigger the acceleration of Unvested Options.
2. the removal of clause 9.3.
3. amendment to clause 13.2 (ii), to include the language set out below:
 - full payment of the Exercise Price for the Equity Shares with respect to which the Options are Exercised, unless anything to the contrary is prescribed by the Administrator. If the Holding Company has received any Divestiture Proceeds (as defined hereinafter), then the Administrator may allow the Exercise Price to be adjusted by the Additional Amount (as defined hereinafter).

Upon the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board has proposed and endorsed the amended Performance-Based MIP 2019 for approval by the shareholders.

Mr. Anish Bafana, Managing Director of the Company, Mr. Mohammed Azeez, Whole-time Director, Mr. Vishal Maheshwari, Group CFO, and Mrs. Pallavi Karkera, Company Secretary, express their interest as holders of granted options to the extent of their holdings. None of the directors or key managerial personnel, nor their relatives, exhibit any interest in the aforementioned resolution.

The board of directors of the Company advocates for the resolutions delineated in Item No. 2 of the accompanying Notice, seeking your approval as a special resolution.

**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: 13th April 2024
Place: Bangalore

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