

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (04/2023-2024) OF THE SHAREHOLDERS OF CARENOW MEDICAL PRIVATE LIMITED SHALL BE HELD AT 20th FEBRUARY 2024 AT 10:00 A.M., ON TUESDAY, THROUGH VIDEO CONFERENCING VIA MICROSOFT TEAMS HOSTED FROM ARLIGA NORTH STAR, COWRKS, 12TH FLOOR, ADJACENT TO GALLERIA MALL, YELAHANKA, BANGALORE-560064 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. APPROVAL FOR RELATED PARTY TRANSACTION WITH HEALTHIUM MEDTECH LIMITED (HOLDING COMPANY) FOR AVAILING INTER-CORPORATE LOAN OF INR 5 CRORES

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

"RESOLVED THAT pursuant to sections 185, 186, 179, and any other applicable sections of the Companies Act, the members hereby approve the availing of an inter-corporate loan of INR 5 Crores from its holding company, Healthium Medtech Limited. This loan will be availed for a term of 6-12 months at an interest rate not lower than the prevailing yield of Government Securities. The board hereby authorizes any of the directors of the Company to submit all necessary forms and documents as may be required for the aforesaid loan disbursement;

RESOLVED FURTHER THAT, pursuant to the provisions of Section 185, 186, 179, and applicable rules thereunder of the Companies Act 2013, the board hereby approves the related party transaction under Section 186 of the Companies Act, 2013, and rules thereon as stated below:

Name of the Related Party	Nature of Transaction	Limit for the year ending March-23
Healthium Medtech Limited	Incorporate loan (as defined in section 186 of Companies Act, 2023	INR 5 Crores

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all such acts, deeds, and things as necessary to give effect to this resolution."

**By order of the Board of Directors
For Carenow Medical Private Limited**



Vishal Maheshwari
Designation: Director
DIN: 08650672

Address: No. T9-1002, L&T Raintree Boulevard No 12, SY 1, Bellary Road, Shabari Nagar, Byatarayanapura, Bangalore 560092

Date: 15th February 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 3/272-5 Neelambur Road, Muthugoundenpudur, Coimbatore, Coimbatore, Tamil Nadu, India, 641402 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 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 vishal.m@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 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 vishal.m@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 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 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 TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****ITEM NO. 1 APPROVAL FOR RELATED PARTY TRANSACTION WITH HEALTHIUM MEDTECH LIMITED (HOLDING COMPANY) FOR AVAILING INTER-CORPORATE LOAN OF INR 5 CRORES**

Pursuant to the Board resolution passed on 14th February 2024 the Company seeks approval of member for related party transactions with the holding company to avail intercorporate loan of INR 5 Crore from holding company, for a term of 6-12 months year at an interest rate not lower than the prevailing yield of government security to finance the business requirements for its multi-wipes, sachets & Bottling product line on immediate basis.

Except for Mr. Vishal Maheshwari, Director, and Mr. Mohammed Azeez, Director of the company, none of the directors have any interest or are related to this particular transaction.

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

By order of the Board of Directors

For Carenow Medical Private Limited



Vishal Maheshwari
Designation: Director
DIN: 08650672

Address: No. T9-1002, L&T Raintree Boulevard No 12, SY 1, Bellary Road, Shabari Nagar, Byatarayanapura, Bangalore 560092

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