

**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 CARENOW MEDICAL PRIVATE LIMITED SHALL BE HELD AT 25<sup>th</sup> OCTOBER 2023 AT 10:00 A.M., ON WEDNESDAY, AT ARLIGA NORTH STAR, COWRKS, 12<sup>th</sup> FLOOR ADJACENT TO GALLERIA MALL, YELAHANKA, BANGALORE-560064 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:****1. APPROVAL FOR THE RELATED PARTY TRANSACTION**

“RESOLVED THAT pursuant to the provisions of the Section 188(1) of the Companies Act, 2013 the members be and hereby approves the following related party transaction:

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	sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind;	Carenow Lifesciences Private Limited	Mr. Vishal Maheshwari and Mrs. Kankana Barua	Upto INR 32 crores

**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 any of the Directors of the Company to authenticate the register as maintained under Form MBP-4 for and on behalf of the board;

CareNow Medical Private Limited (Subsidiary of Healthium Medtech Limited)

Registered Office: #3/272-5, Neelambur Road, Muthugounden Pudur, Coimbatore - 641 402, Tamil Nadu, India  
Phone: +91 422 2988949 / 2989949, E-mail: info@carenowindia.com, Website: www.carenowmedical.com

GSTIN - 33AAECC1460H1Z3, CIN: U33119TZ2010PTC016376

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorised to perform all such acts, matters, deeds and things and to resolve any queries, difficulties, doubts that may arise with regard to any transaction with the related party;

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorised to 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."

**SPECIAL BUSINESS(s):**

**2. TO APPROVE THE SALE AND TRANSFER OF THE ANTI-MICROBIAL PRODUCT LINE ("BUSINESS") OF THE COMPANY AND TO ENTER INTO BUSINESS TRANSFER AGREEMENT WITH CARENOW LIFESCIENCES PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to: (i) provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, read in conjunction with relevant rules framed thereunder (including any amendments, modification or re-enactment thereof for the time being in force); (ii) the provisions of the Memorandum and Articles of Association of the Company; and (iii) other applicable statutory provisions, rules, regulations, guidelines, and necessary approvals, consents, permissions, and sanctions from the other concerned authorities, as applicable, the approval of the members of the Company be and is hereby accorded for transfer of the Company's persistent anti-microbial product line ("**Business**") to Carenow Lifesciences Private Limited ("**CLPL**"), by way of a slump sale on a going concern basis for such consideration as deemed appropriate by the Board in the best interest of the Company and its shareholders ("**Proposed Transaction**"), and execution of a Business Transfer Agreement ("**BTA**") with Carenow Lifesciences Private Limited ("**CLPL**") for giving effect to the Proposed Transaction;

**RESOLVED FURTHER THAT** to give effect to the above resolution, any one of the Directors of the Company be and is hereby are severally authorized to negotiate, approve, modify, finalise, execute, sign, amend, deliver (and to seek the registration thereof with the concerned authorities) the following documents / writings / deeds / papers / agreements (including any consents and/or letters, or any amendment or modifications thereto that may be necessitated or required hereafter) on behalf of the Company, as required to give effect to the Proposed Transaction and the above resolution, and to represent the Company in registration of the below documents, if required:

- (a) A Business Transfer Agreement ("**BTA**") with CLPL for sale and transfer of the business undertaking (as a going concern on a slump sale basis) as defined in the BTA, to CLPL. A draft copy of the BTA has been placed before the members for their perusal and is hereby approved by the members; and
- (b) Such other undertakings, letters and other agreements including intellectual property assignment deeds, lease deeds, and any other assignment / conveyance / transfer

documents, contracts and agreements that are proposed to be executed pursuant to, or to give effect to the terms and conditions of the BTA ("Ancillary Documents") and to delegate all or any of the powers or authorities herein conferred to any other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary in this regard and authorize any of the officers of the Company severally, in relation to the aforementioned to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto.

**RESOLVED FURTHER THAT** the Directors of the Company be and is hereby severally authorized on behalf of the Company, to:

- (a) Finalise and file the requisite forms and other documents with any statutory authority, as required, pursuant to the BTA; and
- (b) Do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolutions, and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolutions;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby authorized severally to sign and submit a certified copy of the aforesaid resolution to the concerned authority and such other parties as may be required from time to time in connection with the above matter."

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



**Anand Venkatachalam**  
**Designation: Managing Director**  
**DIN: 03192263**

**Address: 101, CasaGrand Amarante, GD Nadiu Street, Race Course,  
Coimbatore South, Coimbatore, Tamil Nadu 641018**



**Date: 25<sup>th</sup> October 2023**

**Place: Coimbatore**

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**CareNow Medical Private Limited (Subsidiary of Healthium Medtech Limited)**

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## NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF, AND A PROXY NEED NOT BE A MEMBER.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than 48 (Forty-Eight) hours before the EGM. Proxies submitted on behalf of limited companies, etc. must be supported by appropriate resolutions or authority, as applicable. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member
2. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure I** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not to be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the paid-up share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The Proxy Form is annexed hereto as **Annexure II**
4. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting are requested to send a certified copy of the Board Resolution authorizing or authorization letter in favour of their representative to attend and vote on their behalf at the Meeting.
5. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 11 a.m. to 1 p.m. on all working days, up to and including the date of the Extra- Ordinary General Meeting of the Company and will also be available for inspection at the meeting.
6. Members are requested to accord requisite consent as per proviso to section 101 (1) of the Companies Act 2013 for calling for this Extra-Ordinary General Meeting of the Company at shorter notice. Please note that First Extra-Ordinary General Meeting of the Company will be conducted on scheduled date subject to receipt of Shorter Notice consent from not less than 95% of the members entitled to vote.

7. Route map and land mark details for the venue of the Extra-Ordinary General Meeting of the Company are as below:



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**ANNEXURE - I**

**ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on 10:00 A.M., Wednesday, 25<sup>th</sup> October, 2023 at the situated at Arliga North Star, Cowrks 12<sup>th</sup> Floor, Adjacent to Galleria Mall, Ambedkar Colony, Yelahanka, Bengaluru, Karnataka 560064

**Full Name of the Shareholder/ Authorized Representative:** \_\_\_\_\_  
residing  
at/having registered office at \_\_\_\_\_

Folio No. \_\_\_\_\_.

No. of Shares held: \_\_\_\_\_ (In words \_\_\_\_\_)

Name of Proxy (if any): \_\_\_\_\_

Signature of the Shareholder/Proxy/Corporate Representative\*

\* Strike out whichever is not applicable

\_\_\_\_\_

**ANNEXURE II**

**PROXY FORM - MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company:** Carenow Medical Private Limited

U33119TZ2010PTC016376

**Registered Office:** 3/272-5 Neelambur Road, Muthugoundenpudur, Coimbatore, Coimbatore, Tamil Nadu, India, 641402

**Name of the Member (s):** \_\_\_\_\_ residing at/having registered office at \_\_\_\_\_ & E-mail Id: \_\_\_\_\_ bearing Folio No. \_\_\_\_\_.

I / We, being the member(s) of \_\_\_\_\_ (In words \_\_\_\_\_) equity shares of Carenow Medical Private Limited hereby appoint –

1. Name: \_\_\_\_\_ Address :

\_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her

2. Name: \_\_\_\_\_ Address :

\_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the First Extra-Ordinary General Meeting held on 10:00 A.M., Wednesday, 25<sup>th</sup> October 2023 at the Corporate Office of the Company situated at Arliga North Star, Cowrks 12<sup>th</sup> Floor, Adjacent to Galleria Mall, Ambedkar Colony, Yelahanka, Bengaluru, Karnataka 560064 and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

**Affix Re. 1  
Revenue  
Stamp**

Signed this \_\_\_\_ day of \_\_\_\_\_, 2023

\_\_\_\_\_  
Signature of Shareholder (s)

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Signature of Proxy Holder (s)

**Note:** This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

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**ANNEXURE – I TO NOTICE**

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

**ITEM NO. 1 APPROVAL FOR THE 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 do not apply to 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 is seeking 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 in the board meeting held on 16<sup>th</sup> October 2023.

<b>SL NO</b>	<b>NATURE OF TRANSACTION</b>	<b>NAME OF THE RELATED PARTY</b>	<b>NAME OF THE DIRECTOR/KMP WHO IS RELATED AND NATURE OF THEIR RELATIONSHIP</b>
<b>1</b>	sale, purchase or supply of any goods or materials;  selling or otherwise disposing of, or buying, property of any kind;	Carenow Lifesciences Private Limited	Mr. Vishal Maheshwari- and Mrs. Kankana Barua Common Directors

Except Mr. Vishal Maheshwari, Director and Mrs. Kankana Barua, Director of the company, none of the directors have any interested or related to this particular transaction.

Hence, it is recommended the resolution no. 1 of this notice as the Ordinary Resolution for the approval of shareholders.

## ITEM NO. 2

It is proposed the transfer of the Persistent Anti-Microbial Product Line of the Company ("**Business**") as a going concern on a slump sale basis to Carenow Lifesciences Private Limited ("**CLPL**"). The draft Business Transfer Agreement ("**BTA**") has been presented to the Board, and the Board has, in its meeting held on 16<sup>th</sup> October 2023, approved the sale of the Business to CLPL, in accordance with the terms as deemed appropriate by the Board, subject to the requisite statutory approvals and consents, and approval from members of the Company.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, any sale, lease or otherwise disposal of the whole or substantially whole of the undertaking of the Company requires approval of the members of the Company accorded by way of a special resolution. An undertaking for the purposes of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the Business exceeds the thresholds specified herein, the transfer of the Business requires approval of the members of the Company by a special resolution under Section 180(1)(a) of the Companies Act, 2013.. The BTA and any Ancillary Documents will be executed on behalf of the Company by any one of the Directors. The Business Transfer will be effective from 1st February 2024.

None of the directors or their respective relatives are concerned or interested, directly or indirectly, in any way, in the passing of the proposed resolution.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Special Resolution as set out in Item No.1 of this Notice for approval of the Members.

**By order of the Board of Directors**

**For Carenow Medical Private Limited**



**Anand Venkatachalam**  
**Designation: Managing Director**

**DIN: 03192263**

**Address: 101, CasaGrand Amarante, GD Nadiu Street, Race Course,  
Coimbatore South, Coimbatore, Tamil Nadu 641018**

**Date: 25<sup>th</sup> October 2023**

**Place: Coimbatore**