

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (02/2023-2024) OF THE SHAREHOLDERS OF CARENOW MEDICAL PRIVATE LIMITED SHALL BE HELD AT 29th NOVEMBER 2023 AT 12:00 P.M., ON WEDNESDAY, AT ARLIGA NORTH STAR, COWRKS, 12th FLOOR ADJACENT TO GALLERIA MALL, YELAHANKA, BANGALORE-560064 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. BORROWING POWERS OF THE COMPANY AND CREATION OF CHARGE / PROVIDING OF SECURITY.


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

RESOLVED THAT the consent of the Company is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to create charge / provide security for the sum of INR 15 Crore borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses, and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board.

RESOLVED FURTHER THAT the security(ies) to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in the future by the Company, as may be agreed to between the Board and concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any other person(s) authorized by the Board, is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may, in its / his / their absolute discretion, deem necessary, proper, or desirable and to settle any question(s), difficulty(ies), or doubt(s) that may arise in regard to creating security(ies) as aforesaid or others considered to be in the best interest of the Company.

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



Vishal Maheshwar

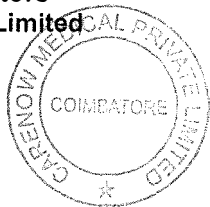
Designation: Director

DIN: 08650672

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

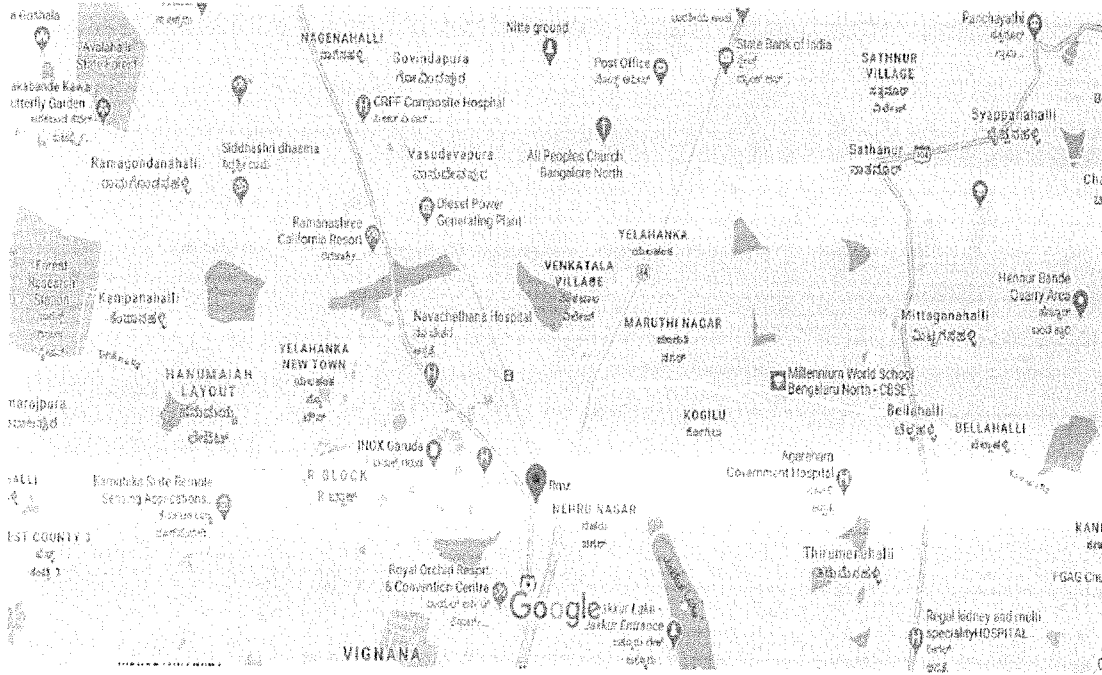
Date: 29th November 2023

Place: Bangalore



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 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:





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 12:00 P.M., Wednesday, 29th November, 2023 situated at Arliga North Star, Cowrks 12th 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 Second Extra-Ordinary General Meeting held on 12.00 PM., Wednesday, 29th November 2023 at the Corporate Office of the Company situated at Arliga North Star, Cowrks 12th 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)

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.

ANNEXURE – I TO NOTICE

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

ITEM NO. 1 BORROWING POWERS OF THE COMPANY AND CREATION OF CHARGE / PROVIDING OF SECURITY.

Pursuant to the Board resolution passed on 29th November, 2023 the Company seeks your approval for the credit facility availed and to be availed from Banks and Financial Institutions, up to a limit of INR 15 crores. The Company's borrowing aligns with the provisions of Section 180(1)(c) of the Companies Act, 2013.

In compliance with the requirements of our bankers, the Company is obligated to provide a resolution under Section 180(1)(a) to authorize directors to dispose of the assets charged to the Bank as security in the event of failure to fulfill the obligation of repayment of the credit facility on time.

Therefore, your approval is sought for the resolution under Section 180(1)(a), enabling the disposal of assets charged in favor of the bank, as outlined in the agreement for the credit facility availed, up to a limit of INR 10 crores.

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

Hence, it is recommended the resolution no. 1 of this notice 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**

Date: 29th November 2023

Place: Bangalore



