

NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH ANNUAL GENERAL MEETING OF THE CARENOW MEDICAL PRIVATE LIMITED SHALL BE HELD AT 03:30 P.M. ON WEDNESDAY, 19th JULY 2023 THROUGH VIDEO CONFERENCING HOSTED FROM ARLIGA NORTH STAR, COWRKS 12th FLOOR, ADJACENT TO GALLERIA MALL, AMBEDKAR COLONY, YELAHANKA, BENGALURU -560064, KARNATAKA

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31st MARCH 2023 TOGETHER WITH THE AUDITOR'S REPORT AND BOARD'S REPORT

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

“RESOLVED THAT the Audited Financial Statement of the Company which includes Balance Sheet as on 31st March 2023, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended on 31st 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, approved and adopted.”

2. APPOINTMENT OF MR. VISHAL MAHESHWARI (DIN: 08650672) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

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

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and other applicable law, the consent and approval of the members be and is hereby accorded to re-appoint Mr. Vishal Maheshwari (DIN: 08650672) as a director of the Company, who is liable to retire by rotation;

RESOLVED FURTHER THAT the any one of the directors of the Company be and are hereby authorised to do all such acts and deeds and things, so as to give effect to this resolution.”

3. APPOINTMENT OF MR. MOHAMMED AZEEZ (DIN: 03527725) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

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

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “**Companies Act**”) and other applicable law, the consent and approval of the members be and is hereby accorded to re-appoint Mr. Mohammed Azeez (DIN: 03527725) as a director of the Company, who is liable to retire by rotation;

RESOLVED FURTHER THAT the any one of the directors of the Company be and are hereby authorised to do all such acts and deeds and things, so as to give effect to this resolution.”

SPECIAL BUSINESS (s):

4. 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), approval of 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:

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
<i>Sale and Purchase of Products</i>	<i>Healthium Medtech Limited</i>	<i>Holding company</i>	<i>180 Million</i>

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.”

RESOLVED FURTHER THAT the Board of Directors of the Company, 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.”

5. TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER COMPANIES ACT, 2013

To consider and, if thought fit, to pass following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (the “Act”) read with Companies (Incorporation) Rules, 2014 and any other applicable provisions, including any modification(s) thereto or re-enactment (s) thereof for the time being in force, the consent of the members of the company be and is hereby accorded to substitute the existing Memorandum of Association of the Company with a new set of Memorandum of Association of the Company (MOA) as per the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all necessary e-forms with the office of the Registrar of Companies.”

6. TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013

To consider and, if thought fit, to pass following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (the "Act") read with Companies (Incorporation) Rules, 2014 and any other applicable provisions, including any modification(s) thereto or re-enactment (s) thereof for the time being in force, the consent of the members of the company be and is hereby accorded to substitute the existing Articles of Association of the Company with a new set of Articles of Association of the Company (AOA) as per the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all necessary e-forms with the office of the Registrar of Companies."

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


Vishal Maheshwari
Director

DIN: 08650672

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



Date: 17th July, 2023

Place: Bangalore

NOTES

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, 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 3/272-5, Neelambur Road, Muthugoundenpudur Coimbatore -TN 641402 IN 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 AGMs 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 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. 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.
6. 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.
7. 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.
8. 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.
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, Folio Number and Number of shares held by them by sending an email to cs@healthiummedtech.com.

10. All documents referred to in the Notice will be open for inspection through electronic mode during the AGM.
11. 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.
12. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance to cs@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 cs@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 TO NOTICE

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

ITEM NO. 4 APPROVAL FOR THE RELATED PARTY TRANSACTION FOR THE FINANCIAL YEAR 2023-24

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 16th June 2023.

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
<i>Sale and Purchase of Products</i>	<i>Healthium Medtech Limited</i>	<i>Holding company</i>	<i>180 Million</i>

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

Hence, it is recommended the resolution no. 4 of this notice as the Ordinary Resolution for the approval of shareholders.

ITEM NO. 5 TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER COMPANIES ACT, 2013

Memorandum of Association of the Company is required to be aligned with the Companies Act, 2013 and delete the redundant clauses under the old Companies Act, 1956.

Copy of existing Memorandum of Association and the revised Memorandum of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Annual General Meeting.

Pursuant to the provisions of Sections 13 of the Companies Act, 2013, as applicable, any amendment in memorandum of association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The board of directors of the Company recommends the resolutions set out at Item No. 6 of the accompanying Notice for your approval as special resolution.

ITEM NO. 6 TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013

Articles of Association of the Company is required to be aligned with the Companies Act, 2013 and delete the redundant clauses under the old Companies Act, 1956.

Copy of existing Articles of Association and the revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Annual General Meeting.

Pursuant to the provisions of Sections 14 of the Companies Act, 2013, as applicable, any amendment in Articles of association requires approval of the shareholders of the Company.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.

The board of directors of the Company recommends the resolutions set out at Item No. 7 of the accompanying Notice for your approval as special resolution.

