

## NOTICE OF FIRST EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (01/2024-2025) OF THE MEMBERS OF QUALITY NEEDLES PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON THURSDAY, 28<sup>th</sup> NOVEMBER 2024, AT 4:30 PM TO BE HELD AT THE CORPORATE OFFICE OF THE HOLDING COMPANY SITUATED AT 8<sup>th</sup> FLOOR, INCUBEX WORKSPACES, BRIGADE TRIUMPH, DASARAHALLI MAIN ROAD, SECTOR - B, HEBBAL, BENGALURU, KARNATAKA - 560 092, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF DELHI TO THE STATE OF KARNATAKA AND THE CONSEQUENT ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 12(5), Section 13 and other provisions applicable, if any of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (“**the Act**”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules framed thereunder and subject to the approval of the Regional Director, Northern Region or the Central Government or any other authority as may be prescribed from time to time and the approval of the members be and is hereby accorded for shifting of the registered office of the Company from “FF-42, Omaxe Square , Commercial Center Jasola, South Delhi, New Delhi, Delhi, India, 110025” in the State of Delhi under the jurisdiction of the Registrar of Companies, NCT of Delhi & Haryana to “472/D, 13<sup>th</sup> Cross, 4<sup>th</sup> Phase, Peenya Industrial Area, Bengaluru, Karnataka - 560058” in the State of Karnataka under the jurisdiction of the Registrar of Companies, Bangalore, Karnataka.

RESOLVED FURTHER THAT subject to the aforementioned confirmation/approval and pursuant to Section 13 and all other applicable provisions, if any, of the Act, the existing **Clause II** of the Memorandum of Association of the Company shall be substituted with the following **Clause II**:

“II. The Registered Office of the Company is situated in the state of **KARNATAKA.**”

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from “FF-42, Omaxe Square , Commercial Center Jasola, South Delhi, New Delhi, Delhi, India, 110025” in the State of Delhi under the jurisdiction of the of the Registrar of Companies, NCT of Delhi & Haryana.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the directors of the Company be and are hereby severally authorized to sign, execute and deliver petitions, affidavits and other necessary documents in this behalf before the Regional Director, Northern Region, the concerned Registrar of Companies and/ or any other appropriate authorities or any other authority or department, to appoint counsel, consultant to appear for and on behalf of the Company before Regional Director, Northern Region, the concerned Registrar of Companies and/ or any other appropriate authorities or any other authority or department and to do all such acts, deeds, matters and things as be necessary or desirable for and on behalf of the Company and to settle all questions and difficulties that may arise in the implementation of the foregoing resolution.

**By order of the Board of Directors**

**Quality Needles Private Limited**



**Kankana Barua**  
**Director**

**(DIN: 09348557)**

**Address: Flat No.701 Block A-1, L and T South City Apartment,  
Arekere Mico Layout, Bangalore South, Bangalore, Karnataka 560076**

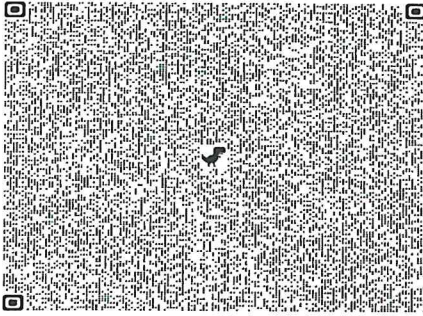
**Date: 28<sup>th</sup> November 2024**

**Place: Bangalore**

#### NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself and that a proxy need not be a member. pursuant to provisions of section 105 of the companies act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. proxy form should be submitted to the company at least 48 hours before the commencement of the meeting.
2. Members and proxies should bring the attendance slip duly filled in for attending the meeting.
3. The relevant explanatory statement pursuant to section 102 of the Companies act, 2013 with respect to the special business set out in the notice is annexed.
4. 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.
5. All documents referred to in the notice are open for inspection at the registered office of the company during office hours on all working days, except saturday and holidays, between 09:30 a.m. and 06:30 p.m. up to the date of the extra-ordinary general meeting.
6. Shareholders are requested to intimate changes in their address, if any, quoting the folio number to the company
7. The meeting will be convened at short notice after obtaining consent of members as per the provisions of the companies act, 2013, in respect of which a format of the written consent is attached herewith.
8. 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](mailto:pallavi.k@healthiummedtech.com).
9. The route map of the venue of meeting is attached with the notice of the meeting.

<https://maps.app.goo.gl/Jnpgrv2HW7dur7WX6>



## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS:

In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the notice.

#### ITEM NO. 1: TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF DELHI TO THE STATE OF KARNATAKA AND THE CONSEQUENT ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company is proposing to shift its registered office from New Delhi, Delhi to Bangalore, Karnataka which implies shifting from the state of Delhi to the state of Karnataka. The reason for the proposed shifting of the registered office is that the Company is primarily driven by the need to enhance operational efficiency. The Board of Directors is currently based in Bangalore, and relocating the registered office to this location will facilitate more streamlined communication and decision-making processes. This move will also improve coordination between key stakeholders and provide better access to management for day-to-day operations. Ultimately, this change will support the company's long-term strategic goals and operational effectiveness. Whereas, the above shifting of registered office from one state to another warrants alteration of existing Clause II of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013 (known as "The Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014, any alteration in the Memorandum of Association of the Company requires approval from the shareholders of the Company by way of special resolution and requires the approval of Regional Director, Northern Region.

As required under the provisions of the Act, approval of the members is sought for shifting the registered office of the Company from New Delhi, Delhi to Bangalore, Karnataka and for alteration of Clause II of the Memorandum of Association of the Company. The Board, therefore, recommends passing of Item No.1 as the Special Resolution.

Upon approval of the resolution by members, the necessary application shall be submitted to the Regional Director, Northern Region.

The draft Memorandum of Association as amended for shifting of the Registered Office would be available for inspection by the members at the registered office of the Company on all working days, between 9.30 a.m. and 6.30 p.m. up to the date of the meeting.



The Board believes that the aforesaid proposal for shifting of the Registered Office of the Company is in the best interest of the Company, Shareholders, and all concerned parties and will in no way be detrimental to the interest of any member of the Public, Employees, Creditors, other Associates or Stakeholders of the Company in any manner whatsoever.

None of the directors, managers, or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors accordingly recommends the resolutions for the approval of Members.

**By order of the Board of Directors**

**Quality Needles Private Limited**



**Kankana Barua**  
**Director**

(DIN: 09348557)

**Address:** Flat No.701 Block A-1, L and T South City Apartment,  
Arekere Mico Layout, Bangalore South, Bangalore, Karnataka 560076

**Date:** 28<sup>th</sup> November 2024

**Place:** Bangalore



QUALITY NEEDLES PRIVATE LIMITED

CIN: U74899DL1984PTC017706

Registered Office: FF-42, OMAXE SQUARE , COMMERCIAL CENTER JASOLA, SOUTH DELHI,  
NEW DELHI, DELHI, INDIA, 110025

Email ID: cs@healthiummedtech.com

Tel No: +91(120) 258 1321, 258 1317, 258 1002

**FORM NO.MGT-11  
PROXY FORM**

[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 member(s):		
Registered address:		
Email ID:	Folio No/ Client ID	DP ID

I/We being the member(s) of \_\_\_\_\_ shares of above named company, hereby appoint-

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_  
Signature: \_\_\_\_\_



As my/our proxy/authorized representative to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company, to be held on Thursday, the 28th November 2024 at "8<sup>th</sup> Floor, Incubex Workspaces, Brigade Triumph, Dasarahalli Main Road, Sector - B, Hebbal, Bengaluru, Karnataka - 560 092, India", and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

	Particulars
1	To approve the shifting of the registered office of the company from the state of Delhi to the state of Karnataka and consequent alteration of the Memorandum of Association of the company

Signed this \_\_\_\_\_ day of \_\_\_\_\_  
2024

Affix  
revenue

(Signature of member(s)):

Signature of proxy:

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company at "FF-42, Omaxe Square , Commercial Center Jasola, South Delhi, New Delhi, Delhi, India, 110025" not less than 48 hours before the commencement of the meeting.
2. Alterations, if any, made in the form of proxy should be initialled.
3. In case of multiple proxies, the proxy later in time shall be accepted.
4. Proxy need not be the equity shareholder of the Company.





QUALITY NEEDLES PRIVATE LIMITED

CIN: U74899DL1984PTC017706

Registered Office: FF-42, OMAXE SQUARE , COMMERCIAL CENTER JASOLA, SOUTH DELHI,  
NEW DELHI, DELHI, INDIA, 110025

Email ID: cs@healthiummedtech.com

Tel No: Tel No: +91(120) 258 1321, 258 1317, 258 1002

**ATTENDANCE SLIP**

NOTE: Members attending the meeting in person or by proxy or through an authorized representative are requested to complete and bring the attendance slip with them and hand it over at the entrance of the meeting hall.

I/ we hereby record my/our presence at the extraordinary general meeting of the Company at "8<sup>th</sup> Floor, Incubex Workspaces, Brigade Triumph, Dasarahalli Main Road, Sector - B, Hebbal, Bengaluru, Karnataka - 560 092, India on Thursday, the 28<sup>th</sup> November 2024.

Name of the member(s) (In block letters)	
Registered address	
Signature	
Email ID	
DPID/ Folio No. /Client ID	
No. of shares held	
Name of the proxy (In block letters)	
Signature	

Note:

- (1) Shareholders attending the meeting in person or proxy are requested to complete and bring the attendance slip with them and hand it over at the entrance of the meeting hall.
- (2) Shareholders /proxy who desires to attend the meeting should bring his/her copy of the notice for reference at the meeting.
- (3) Members are informed that no duplicate slips will be issued at the venue of the meeting and they are requested to bring this slip for the meeting.