

### **ANNUAL GENERAL MEETING NOTICE**

Notice is hereby given that the 03<sup>rd</sup> Annual General Meeting of **INFLUX HEALTHTECH LIMITED** will be held at the registered office at 109, Ghanshyam Enclave Premises Co-op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai 400067 on Saturday, 30<sup>th</sup> September, 2023 at 11.00 A.M. to transact the following business;

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2023, the Statement of Profit & Loss for the year ended on that date and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Shirin Munir Ahmed Chandniwala, (DIN: 08459623) who retires by rotation and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

3. **TO APPROVE THE BORROWING LIMIT OF THE COMPANY UP TO INR 100 CRORES UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:**

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

"**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment thereof for the time being in force), Subject to the Members approval, consent of Board of Directors be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan / debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits / guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whatsoever in addition to the temporary loans obtained from the Company's Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 100 Crores (Rupees One Hundred Crore only) over and above the paid-up capital of the Company and its free reserves at any time".

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

4. TO APPROVE LOAN/INVESTMENT/GUARANTEE UNDER SECTION 186 OF COMPANIES ACT, 2013.

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

**"RESOLVED THAT**, subject to the provisions of Section 186 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, Subject to the approval of Members, consent of the Board be and is hereby accorded (hereinafter referred to as the "Board") to (a) give loans to any person or body corporate(s) (b) give any guarantee or provide security to any person in connection with a loan made by that person to anybody corporate(s); and (c) subscribe, purchase or otherwise, securities of anybody corporate(s) up to (i) 60% of the aggregate of paid-up share capital and free reserves and securities premium account; or (ii) 100% of free reserves and securities premium account; or (iii) an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crore only) outstanding at any time; whichever is more, on such terms and conditions, as the Board may think fit."

**"RESOLVED FURTHER THAT**the Board, be and is hereby authorized to decide and finalize the terms and conditions of the above, limit up to which such investments in securities/ loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, within the aforesaid limits including with the power to transfer / dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as maybe necessary and/or expedient for implementing and giving effect to this resolution.

5. CONSENT OF MEMBERS FOR GIVING OF LOAN(S) TO, AND/OR GIVING OF GUARANTEE(S), AND/OR PROVIDING OF SECURITY(IES) IN CONNECTION WITH ANY LOAN / GUARANTEE / SECURITY GIVEN / TO BE GIVEN TO THE FOLLOWING PARTIES.

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 185 read with Section 186 of the Companies Act, 2013 (If Applicable), as amended by the Companies (Amendment) Act, 2017 ("said Section"), approval of shareholders of the Company be and is hereby accorded for giving of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan given/ to be given to **following parties** being an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding Rs.100 Crore (Rupees One Hundred Crore only).

Sr. No	Name of the Party	Relation
1	Mr. MunirChandniwala	Related Party
2	Ms. ShirinChandniwala	Related Party
3	Mr. Abdul GaneeChandniwala	Related Party
4	Influx Healthcare (Prop. MunirChandniwala)	Related Party
5	Trusan Printpack Private Limited	Related Party

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable

**6. PAYMENT OF MANAGERIAL REMUNERATION TO MR. MUNIR CHANDNIWALA IN EXCESS OF LIMITS PRESCRIBED UNDER SECTION 197:**

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 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, and pursuant to the recommendation of the Board of Directors of the Company, approval of Members of the Company be and is hereby accorded for payment of commission or remuneration to Mr. MunirChandniwala (DIN: 08459582), in excess of prescribed limit of 3% of the net profits of the Company computed in accordance with Section 198 of the Act, in financial year 2022-23 and thereafter in the following year.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper and expedient in its absolute

discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

**REGISTERED OFFICE:**

109, Ghanshyam Enclave Premises Co-Op Soc Plot No. 856, Laljipada, Kandivali West, Mumbai MH 400067.

**On Behalf of the Board of Directors  
For Influx Healthtech Limited**

*Munir Chandniwala*

**Munir Chandniwala**

**Director**

**DIN: 08459623**

**Place: Mumbai**

**Date: 04<sup>th</sup> September, 2023**



**Regd. Office :** 109, Ghanshyam Enclave, Link Road, Laljipada, Kandivali (W), Mumbai : 400067.

**Factory :** Plot No. 9, 10, Phase II, Genesis Ind. Estate, Kolgaon, Palghar - 401 404. Maharashtra.

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**Website :** [www.influxhealthtech.com](http://www.influxhealthtech.com)

**CIN :** U24299MH2020PLC346825

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXY FORMS DULY COMPLETED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME APPOINTED FOR HOLDING THE MEETING.

### EXPLANATORY STATEMENT:

Explanatory statement under section 102 of the Companies Act, 2013:

#### SPECIAL BUSINESS

1. APPROVAL FOR BORROWING UPTO RS. 100 CRORES UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed upto Rs. 100 Crores (Rupees One Hundred Crores only)

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and free reserves of the Company. It is proposed to set the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of Rs. 100 Crores (Rupees One Hundred Crores only).

The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1) of the Act.

The Board therefore, submits the item No. 3 of Special Business for your consideration and recommends it to be passed as a special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

**2. APPROVAL OF LOAN/INVESTMENT/GUARANTEE UNDER SECTION 186 OF COMPANIES ACT, 2013.**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, an aggregate amount not exceeding Rs. 100 Crores (Rupees Hundred Crores only) outstanding at any time whichever is more, with approval of Members by special resolution passed at the general meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No 4 of Special Resolution for approval by the members of the Company.

**3. CONSENT OF MEMBERS FOR GIVING OF LOAN(S) TO, AND/OR GIVING OF GUARANTEE(S), AND/OR PROVIDING OF SECURITY(IES) IN CONNECTION WITH ANY LOAN / GUARANTEE / SECURITY GIVEN / TO BE GIVEN TO THE FOLLOWING PARTIES**

Pursuant to Section 185 read with Section 186 of the Companies Act, 2013 enables company for giving of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan given/ to be given to an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section.

The company is desirous for giving of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan given/ to be given to **following parties** being an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding Rs.100 crores (Rupees One Hundred Crore only).

Sr. No	Name of the Party	Relation
1	Mr. MunirChandniwala	Related Party
2	Ms. ShirinChandniwala	Related Party
3	Mr. Abdul GaneeChandniwala	Related Party
4	Influx Healthcare (Prop. MunirChandniwala)	Related Party
5	Trusan Printpack Private Limited	Related Party

Accordingly, the Board recommends the resolution as set forth in the item no. 5 of Special Resolution of the Notice, for the consideration and approval of the Members of the Company as Special Resolution to enable company for giving of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan given/ to be given to an entity under the category of 'a person in whom any of the director of the company is interested.

**4. PAYMENT OF MANAGERIAL REMUNERATION TO MR. MUNIR CHANDNIWALA IN EXCESS OF LIMITS PRESCRIBED UNDER SECTION 197:**

To approve and increase in the limit of managerial remuneration payable to Mr. MunirChandniwala, Director in excess of prescribed limit of 3% of the net profits of the Company. Based on the recommendation of the Board, the members at its 03<sup>rd</sup> Annual General Meeting ('AGM') held on 30<sup>th</sup> September, 2023, approved the commission or remuneration payable to Mr. MunirChandniwala, Director of the Company.

Further, the members had authorized the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. MunirChandniwala, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

As per Section 197 and other applicable provisions of the act, the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed shall not exceed 3% of the net profits of the Company.

During FY 2022-23, based on the recommendation of the Board, the remuneration for the financial year 2022-23 and thereafter may exceed the prescribed limit of 3% as specified under Section 197 of the Companies Act, 2013. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of Mr. MunirChandniwala, Director, remuneration in excess of prescribed limit of 3% of net profit of the Company, in this AGM.

Accordingly, the Board recommends the resolution set forth in Item No. 6 relating to increase in the limit of managerial remuneration payable to Mr. MunirChandniwala, Director in excess of 3% of the net profits of the Company, by way of Special Resolution.

All directors of the company are interested in this resolution.