

DocMode Health Technologies Limited

(Previously known as Docmode Health Technologies Private Limited)

Reg Office : 201, Kalpataru Plaza,
Chincholi Bunder Rd,
Nadiyawa Colony 2, Malad West,
Mumbai - 400064, Maharashtra.
CIN : U74999MH2017PLC297413
Contact no : +91 90821 70046
Email : support@docmode.org
Website : www.docmode.org



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NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Docmode Health Technologies Limited (“the Company”), shall be held, at shorter notice consent, on 2nd April, 2024, Tuesday, at 2.00 P.M., at the registered office of the Company situated at 201, Kalpataru Plaza, Rambaug, Off Chincholi Bunder Road, Malad (West), Mumbai - 400064, Maharashtra, India, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

Raising of funds through the issue of Senior, Unrated, Secured, Unlisted, Redeemable Non-Convertible Debentures aggregating up to Rs. 5,00,00,000/- (Rupees Five Crore only) on a private placement basis:

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

“**RESOLVED THAT** pursuant to the provisions of the sections 42, 71, 179(3)(c), 180 and any other applicable provisions, if any, of the Companies Act, 2013, Recommendation of Audit Committee (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI (Issue of Capital and Disclosure) Regulations, 2018, as amended from time to time and the enabling provisions of the Memorandum and Articles of Association of the Company, and all other applicable laws including the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder and terms and conditions that may be agreed to and approved by the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded to the Board of Directors to issue, Senior, Unrated, Unlisted, Secured, Redeemable Non-Convertible Debentures up to 500 (Five Hundred) for cash, having face value of Rs. 1,00,000/- (Rupees One Lakh only) each aggregating upto Rs. 5,00,00,000/- (Rupees Five Crores only) (“**Debentures/NCDs**”), in Demat form, on private placement basis through Private Placement Offer Letter, (“**Debenture Issue**”) in one or more tranches, to ‘Aquilon Capital Emerging Sectors Fund I (a scheme of Aquilon Capital Trust, acting through its Investment Manager Aquilon Advisory LLP), on such terms and conditions, as may be decided and finalised by the Board in their discretion.”

“**RESOLVED FURTHER THAT** Ms. Reshma Susan, Company Secretary and/ or Mr. Paulson Paul Thazhathedath (DIN: 02301881) Managing Director of the Company, be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed, from time to time, as to interest, offer documents, repayment, security or otherwise howsoever as it may think fit and to do all such other acts, deeds and things, as it may deem necessary, in its absolute

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discretion, including to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred, to any Directors and / or officers of the Company, to give effect to the authority of this resolution.”

“RESOLVED FURTHER THAT the copy of this resolution certified by any Director or authorized signatory of the Company, be submitted to the concerned authorities and they may be requested to act upon the same.”

ITEM NO. 2:

To increase borrowing Limits of the Company under Section 180(1)(c) of Companies Act, 2013:

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

“RESOLVED THAT pursuant to provisions of Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 read with Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to borrow any sum or sums of money, for and on behalf of the Company from time to time, not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) on such terms and conditions as they may deem fit and proper for the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) as per the latest annual audited financial statements, will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.”

“RESOLVED FURTHER THAT the Securities 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 future by the Company as may be agreed to between the Board and concerned parties.”

“RESOLVED FURTHER THAT Ms. Reshma Susan, Company Secretary and/ or Mr. Paulson Paul Thazhathedath (DIN: 02301881) Managing Director of the Company, be and is/are hereby authorised to finalise, 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 other considered to be in the best interest of the Company.”

“RESOLVED FURTHER THAT the copy of this resolution certified by any Director or authorized signatory of the Company, be submitted to the concerned authorities and they may be requested to act upon the same.”

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ITEM NO. 3:

To Create securities on the properties of the Company under Section 180(1)(a) of the Companies Act, 2013:

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 members be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Ms. Reshma Susan, Company Secretary and/ or Mr. Paulson Paul Thazhathedath (DIN: 02301881) Managing Director of the Company, be and is hereby severally authorized to finalize with the Banks or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s), if any, all such deeds, contracts, instruments, agreements and any other documents for creating the aforesaid mortgages, pledge, charges and /or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the existing deeds, contracts, instruments, agreements documents and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any Directors and/or officers of the Company to give effect to this resolution.”

“RESOLVED FURTHER THAT the copy of this resolution certified by any Director or authorized signatory of the Company, be submitted to the concerned authorities and they may be requested to act upon the same.”

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By Order of the Board of Directors

FOR DOCMODE HEALTH TECHNOLOGIES LIMITED

PAULSON PAUL THAZHATHEDATH
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Digitally signed by
PAULSON PAUL
THAZHATHEDATH
Date: 2024.03.22
16:00:25 +05'30'

PAULSON PAUL THAZHATHEDATH
MANAGING DIRECTOR
DIN: 02301881

Date: 22nd March, 2024

Place: Mumbai

Enclosure(s):

1. Explanatory Statement - *Enclosure - I*
2. Attendance Slip - *Enclosure – II*
3. Proxy Form- *Enclosure- III*
4. Route Map- *Enclosure- IV*

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NOTES:

- (a) 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. 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. A member holding more than ten percent of the total 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.
- (b) In order for the proxies to be effective, the proxy forms duly completed and stamped should reach or must be deposited at the registered office of the Company not later than 48 hours before the time of the meeting. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
- (c) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special and ordinary business to be transacted at the meeting is annexed hereto.
- (d) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours from 10. A.M. to 5 P.M. up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the registered office of the Company and will also be made available at the Meeting.
- (e) In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- (f) In accordance with the applicable MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through Physical meeting and no e-voting facility would be provided for voting at the meeting. The venue for the EGM shall be the Registered Office of the Company.
- (g) Extra-Ordinary General Meeting (EGM) of the members of DOCMODE HEALTH TECHNOLOGIES LIMITED will be held on Tuesday, the 02nd day of April, 2024, at 02:00 PM, at the registered office address situated at 201, Kalpataru Plaza, Rambaug Off Chincholi Bunder Road, Malad West, Mumbai – 400064, Maharashtra, by shorter notice consent, if the consent from majority in number of members entitled to vote and who represent not less than 95% of paid-up share capital of the company shall be received by the company.

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- (h) Shorter Notice Consent from members shall be considered as valid if received through email on legal@docmode.com till 25th March, 2024.
 - (i) The EGM notice will also be available on the Company's website at <https://docmode.org/> under section "Investors", on the website of NSE Limited at www.nseindia.com, and on the website of the Company's Registrar and Transfer Agent Bigshare Services Pvt. Ltd at <https://ivote.bigshareonline.com>.
 - (j) The Company has appointed Ms. Vidhi Jobanputra, (Membership No. 22293), Proprietor of M/s. Vidhi Jobanputra & Co, Practicing Company Secretary, Mumbai, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
 - (k) In accordance with, the MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s). A physical copy of the EGM Notice will be sent to only those shareholders whose email id is not registered with the Company.
 - (l) Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
 - (m) SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
 - (n) The facility for voting through Ballot Paper shall be made available at the EGM and the members attending the EGM, who are otherwise not barred from attending the meeting, shall be able to exercise their right to vote at the EGM through Ballot Paper.
 - (o) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on March, 15th 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 - (p) In case you wish to have a physical copy of the notice of EGM along with its annexures, you are kindly requested to send a request for the same at legal@docmode.com along with necessary contact details, address, shareholding details etc.

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- (q) The Members may also write an e-mail to the Company at legal@docmode.com for any queries/information relating to EGM before 3 days of date of EGM.
 - (r) The Scrutinizer shall, immediately after the conclusion of EGM, count the votes cast at the EGM and thereafter, unblock the votes from ballot box in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the EGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.
 - (s) The resolution(s) will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at <https://docmode.org/> and the communication will be sent to the National Stock Exchange of India Limited.

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Enclosure – I

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the special business mentioned at Item Nos. 1, 2 and 3 of the accompanying Notice dated 2nd April, 2024.

ITEM NO. 1:

Raising of funds through the issue of Senior, Unrated, Secured, Unlisted, Redeemable Non-Convertible Debentures aggregating up to Rs. 5,00,00,000/- (Rupees Five Crore only) on a private placement basis:

The Members are hereby informed that in order to re-finance, discharge and settle the existing banks and other loans, and to meet other financial requirements of the Company, the Board of Directors of the Company has approved to raise funds through issue of Senior, Unrated, Unlisted, Secured, Redeemable Non-Convertible Debentures up to 500 (Five Hundred) for cash, having face value of Rs. 1,00,000/- (Rupees One Lakh only) each aggregating up to Rs. 5,00,00,000/- (Rupees Five Crores only) (“**Debentures/NCDs**”), on private placement basis, in one or more tranches, to ‘Aquilon Capital Emerging Sectors Fund I (a scheme of Aquilon Capital Trust, acting through its Investment Manager Aquilon Advisory LLP), on such terms and conditions, as may be decided and finalised by the Board in their discretion.”

In terms of Section 42 of the Companies Act 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules 2014, private placement of securities requires approval of Members by special resolution. Approval of the Members is therefore requested for the issue of NCDs on private placement basis as mentioned above.

Necessary special resolution in this regard is set out in item No.1 of the Notice for Members’ approval. The disclosures required to be made in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

a. Particulars of the offer including date of passing of the Board Resolution:

NCDs aggregating up to Rs. 5,00,00,000/- (Rupees Five Crores only) on private placement basis in one or more series or tranches. Date of Board Meeting: 22nd March 2024.

b. Kinds of securities offered and the price at which security is being offered:

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Proposed issue of Senior, Unrated, Unlisted, Secured, Redeemable Non-Convertible Debentures, up to 500 (Five Hundred) for cash, having face value of Rs. 1,00,000/- (Rupees One Lakh only) each, aggregating up to Rs. 5,00,00,000/- (Rupees Five Crores only).

c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

Not applicable.

d. Name and address of valuer who performed valuation:

Not applicable.

e. Amount which the company intends to raise by way of such securities:

For an amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crores only)

f. (i) Material terms of raising such securities:

Since the issuance may be in one or more tranches, the material terms will be determined by the Board in accordance with the provisions of applicable laws for the time being in force.

(ii) Proposed Time Schedule:

Financial Year 2024-2025.

(iii) Purposes or Objects of Offer:

To repay and discharge the existing loans and to meet other financial requirements of the Company.

(iv) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Promoters' shares shall remain pledged with the Aquilon Capital Emerging Sectors Fund I as co-lateral security.

(v) Principle terms of assets charged as securities:

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The principal amount of the NCDs to be issued together with all interest due thereon shall be fully secured by way of exclusive first charge on all of the assets of the Company, including but not limited to immovable/ movable, tangible/ intangible properties, both present and future, of the Company.

In this regard, the Members are hereby requested to authorise the Board to finalize the terms and conditions of the issue and matters related thereto, including but not limited to rate of interest, tenor, security cover, consideration, timing of each tranche, if any, persons to whom it can be issued, etc.

As the Board of Directors considers the issue and allotment of NCDs is in the interest of the Company and the Members, the Board recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice for the consideration and approval of the Members.

Except Promoters, None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution.

ITEM NO. 2:

To increase borrowing Limits of the Company under Section 180(1)(c) of Companies Act, 2013

Keeping in view the company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the money 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 and free reserves of the Company. Further, in order to facilitate securing the borrowing made by the Company, it would be necessary to create a charge on the assets or whole or part of the undertaking of the Company. Hence it is proposed to increase the maximum borrowing limits up to Rs. 100 Crores (Rupees Hundred Crores only) along with charge creation authority for the Company, which is subject to the approval of the shareholders of the company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Hence, the Special Resolution at Item No.2 of the Notice is being proposed, for the approval of the members of the company.

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Except Promoters, none of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. 3:

To create securities on the properties of the Company under Section 180(1)(a) of the Companies Act, 2013:

In order to facilitate securing the borrowing availed/ to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The Board of Directors recommends resolution No. 3 as set out in the notice for approval of the members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

By Order of the Board of Directors

FOR DOCMODE HEALTH TECHNOLOGIES LIMITED

PAULSON
PAUL
THAZHATHEDATH
ATH

Digitally signed by
PAULSON PAUL
THAZHATHEDATH
Date: 2024.03.22
16:01:10 +05'30'

PAULSON PAUL THAZHATHEDATH
MANAGING DIRECTOR
DIN: 02301881

Date: 22nd March, 2024

Place: Mumbai

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Enclosure – II

ATTENDANCE SLIP

(to be presented at the entrance)

Members attending the Meeting are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room.

I hereby record my presence at an Extra-Ordinary General Meeting of the members of Docmode Health Technologies Limited, to be held by shorter notice consent, at 2nd April, 2024, Tuesday, at 2.00 p.m., at the Registered Office of the Company situated at 201, Kalpataru Plaza, Rambaug, Off. Chincholi Bunder Road, Malad (West), Mumbai - 400064, Maharashtra, India.

Folio No.: _____

Name of the Member(s): _____ Signature: _____

Name of the Proxy holder(s): _____ Signature: _____

Note:

1. Please fill this attendance slip and hand it over at the venue of the meeting.
2. Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.
3. Photocopied/torn attendance slip will not be accepted.
4. This attendance slip is valid only in case shares are held as on the date of the Extraordinary General Meeting.

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Enclosure – III

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	
Registered address	
Email Id	
Client Id & DP. Id	

I/We, being the member(s) of shares of Docmode Health Technologies Limited, hereby appoint:

Name of the Member	
Registered address	
Email Id	
Client Id & DP. Id	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the company, to be held at the registered office of the Company on Tuesday, the 2nd day of April 2024, at 2:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Resolution
1.	Raising of funds through the issue of Senior, Unrated, Secured, Unlisted, Redeemable Non-Convertible Debentures aggregating up to Rs. 5,00,00,000/- (Rupees Five Crore only) on a private placement basis
2.	To increase borrowing Limits of the Company under Section 180(1)(c) of Companies Act, 2013
3.	To Create securities on the properties of the Company under Section 180(1)(a) of the Companies Act, 2013

Signed this ____ day of _____ 2024.

Signature of Shareholder _____

Signature of Proxy holder _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp

DocMode Health Technologies Limited

(Previously known as Docmode Health Technologies Private Limited)

Reg Office : 201, Kalpataru Plaza,
Chincholi Bunder Rd,
Nadiyawala Colony 2, Malad West,
Mumbai - 400064, Maharashtra.

CIN : U74999MH2017PLC297413

Contact no : +91 90821 70046

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www.docmode.org

Transforming Learning and Practice

Enclosure – IV

Route Map for the venue of Extraordinary General Meeting

