

## NOTICE

NOTICE is hereby given that the 14<sup>th</sup> Annual General Meeting of **Clinitech Laboratory Limited** (formerly known as *Clinitech Laboratory Private Limited*) will be held at A1-1/545, Sector 16, Airoli, Opposite Radhikabai Meghe Vidyalaya, Navi Mumbai, Thane – 400708, Maharashtra, India, on Saturday, September 30, 2023, at 02.00 P.M. (IST) to transact the following business:

### ORDINARY BUSINESS:

#### 01. Adoption of Audited Financial Statements and Reports of Directors' and Auditors' thereon:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditor's thereon, and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet of the Company for the year ended March 31, 2023 and the Profit & Loss Account for the period ending March 31, 2023 together with the Directors' Report and Auditors' Report along with Schedules and Notes which forms an integral part of the Audited Annual Accounts for the said period as already circulated amongst the Members of the Company, be and are hereby received, considered, approved and adopted."

#### 02. Appointment of a Director in place of Mr. Jagdish Umakant Nayak (DIN:00646672), who retires by rotation and being eligible, offers himself for re-appointment by rotation:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jagdish Umakant Nayak (DIN: 00646672), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS:

#### 03. Change in designation of Mr. Jagdish Umakant Nayak as a Chairman and Managing Director of the Company:



Head Office: AL 1 545/546, Opp. Radhikabai Meghe Vidyalaya, Sect. 16, Airoli, Navi Mumbai - 400 708.

Tel. No. 022 27792281, 8828222580, Website: www.ctllab.in

E-Mail: clinitechlaboratorypvt@gmail.com

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association, the approval of the Members of the Company be and is hereby accorded to change the designation of Mr. Jagdish Umakant Nayak (DIN: 00646672), as a chairman and Managing Director of the Company, on terms and conditions as decided by the Board of Directors, which may vary from time to time, for a term of five consecutive years commencing from September 30, 2023 up to September 29, 2028 or as the Board of Directors may decide, whichever is earlier.

"RESOLVED FURTHER THAT any of the directors of the Company and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, including submission of relevant forms/returns to Ministry of Corporate Affairs."

04. To consider and approve change in designation of Mrs. Jyoti Jagdish Nayak as Whole Time Director of the Company and fix remuneration:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association, the approval of the members of the company be and is hereby accorded for change in the designation of Mrs. Jyoti Jagdish Nayak (DIN: 02945625), as the Whole Time Director of the Company, on terms and conditions as decided by the Board of Directors, which may vary from time to time, for a term of five consecutive years commencing from September 30, 2023 till September 29, 2028 or as the Board of Directors may decide, whichever is earlier.

RESOLVED FURTHER THAT any of the directors of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, including submission of relevant forms/returns to Ministry of Corporate Affairs."

05. Change in designation of Mr. Ashutosh Jagdish Nayak as Non-Executive Director of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:



**"RESOLVED THAT** in accordance with the provisions of Sections 152 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Articles of Association of the company, the approval of the members of the company be and is hereby accorded for change in designation of Mr. Ashutosh Jagdish Nayak (DIN: 07553633), as a Non-Executive Director, on terms and conditions as decided by the Board of Directors, which may vary from time to time.

**"RESOLVED FURTHER THAT** any of the directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, including submission of relevant forms/returns to Ministry of Corporate Affairs."

**06. Change in designation of Mr. Balu Kumbharkar as a Director (Non – Executive & Independent Director) of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to appoint Mr. Balu Kumbharkar (DIN: 10180137) as a Director (Non-Executive & Independent Director) of the company who is qualified and eligible for appointment and who has signified his consent to act as a Non-Executive Independent Director and submitted a declaration that he meets the criteria for appointment of Non-Executive Independent Director of the Company to hold office for a term of Five consecutive years commencing from September 30, 2023 up to September 29, 2028 and shall not be liable to retire by rotation and the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment as it may be deemed fit and as may be acceptable to Mr. Balu Kumbharkar.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and are hereby severally authorized to file all relevant forms along with all relevant documents as may be deemed expedient by him with the Ministry of Corporate Affairs (Registrar of Companies, Maharashtra, Mumbai) and to take all effective steps as may be deemed necessary by him for and on behalf of the Board of Directors of the Company."

**07. Change in designation of Mr. Ravikant Mhatre as a Director (Non – Executive & Independent Director) of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies



(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to appoint Mr. Ravikant Mhatre (DIN: 06362676) as a Director (Non-Executive & Independent Director) who is qualified and eligible for appointment and who has signified his consent to act as a Non-Executive Independent Director and submitted a declaration that he meets the criteria for appointment of Non-Executive Independent Director of the Company to hold office for a term of Five consecutive years commencing from September 30, 2023 up to September 29, 2028 and shall not be liable to retire by rotation and the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment as it may be deemed fit and as may be acceptable to Mr. Ravikant Mhatre.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and are hereby severally authorized to file all relevant forms along with all relevant documents as may be deemed expedient by him with the Ministry of Corporate Affairs (Registrar of Companies, Maharashtra, Mumbai) and to take all effective steps as may be deemed necessary by him for and on behalf of the Board of Directors of the Company."

**08. Change in designation of Ms. Smita Patil as a Director (Non – Executive & Independent Director) of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to appoint Ms. Smita Patil (DIN: 10147488) as a Director (Non-Executive & Independent Director) who is qualified and eligible for appointment and who has signified her consent to act as a Non-Executive Independent Director and submitted a declaration that she meets the criteria for appointment of Non-Executive Independent Director of the Company to hold office for a term of Five consecutive years commencing from September 30, 2023 up to September 29, 2028 and shall not be liable to retire by rotation and the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment as it may be deemed fit and as may be acceptable to Ms. Smita Patil.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and are hereby severally authorized to file all relevant forms along with all relevant documents as may be deemed expedient by him with the Ministry of Corporate Affairs (Registrar of Companies, Maharashtra, Mumbai) and to take all effective steps as may be deemed necessary by him for and on behalf of the Board of Directors of the Company."

**09. Authorise the Board to sell, lease or otherwise dispose undertaking of the company pursuant to Section 180(1)(a) of the Companies Act, 2013:**



To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situated, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding INR 100,00,00,000 (Rupees One Hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of immovable and / or movable properties of the Company on such terms and conditions and at such time(s) / tranche(s) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

10. Approval of borrowing limits of the company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Memorandum and Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding shall be in excess of the aggregate of the paid-up share capital and free reserves, securities premium apart from temporary loans obtained from the company's bankers in the ordinary course of business but not exceeding INR 100,00,00,000/- (Rupees One Hundred Crores only) over and above the paid up share capital and free reserves for the time being of the Company.

**RESOLVED FURTHER THAT** the Board of Directors 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, repayment, security or otherwise howsoever as it may think fit and to



do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee."

**RESOLVED FURTHER THAT** any of the Board of Directors of the Company be and hereby are authorized to submit/file the relevant copy of the forgoing resolution along with such annexure its may be required with the concerned authority to comply with the applicable rules and regulations."

**11. Approval for giving of loans and guarantees, providing of securities and making investments by company pursuant to section 186 of the Companies Act, 2013:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 186(3) and any other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the terms of Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the members of the company be and is hereby accorded to the Board of Directors for making investments in excess of limit specified under Section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any Body Corporate or for giving loans, guarantees or providing securities to anybody corporate or other person/ entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs 100,00,00,000 (Indian Rupees One Hundred Crore Only) notwithstanding that such acquisition together with existing investments of the Company in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under Section 186(3) of the Companies Act, 2013, i.e., limits applicable to company is sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby, severally authorized to file all relevant forms along with all relevant documents as may be deemed expedient by him with the Ministry of Corporate Affairs (Registrar of Companies, Maharashtra, Mumbai) and to take all effective steps as may be deemed necessary by him for and on behalf of the Board of Directors of the Company."

**12. Approval of the Sitting fees of the Non-Executive Independent Directors of the Company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**



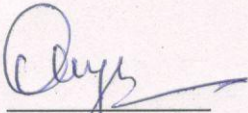
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**"RESOLVED THAT** pursuant to provisions of Section 197 (5) of the Companies Act, 2013, read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company; approval of the members of the company be and is hereby accorded for the payment of sitting fees to the Non-executive Independent Directors of the Company for attending meetings of the Board and/or Committees thereof existing or new and such other meeting attended as member, which shall be up to INR 2,00,000/- per annum plus applicable Goods and Service Tax (GST) on reverse charge mechanism basis payable by the Company w.e.f. 19<sup>th</sup> June, 2023 and any other expense incurred for and on behalf of the Company as the Board may approve as per the Company's policy."

By order of the Board of Directors

**FOR CLINITECH LABORATORY LIMITED**

*(formerly known as Clinitech Laboratory Private Limited)*



**Jagdish Umakant Nayak**  
Director

[DIN: 00646672]



Place: Navi Mumbai

Date: 01/09/2023

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than two hours before the commencement of the Meeting.

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.

2. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
3. All the documents referred to Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m (IST) and 02.00 p.m (IST) up to the date of an Annual General Meeting.
4. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for all Items annexed to this Notice.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**SPECIAL BUSINESS:**

**Item No. 03: Change in designation of Mr. Jagdish Umakant Nayak as a Chairman and Managing Director of the Company:**

At the board meeting of the Company held on September 01, 2023, the Board of Directors of the company approved change in the designation of Mr. Jagdish Umakant Nayak (DIN: 00646672) from an Executive Director to Chairman and Managing Director of the Company for a period of five years, from September 30, 2023 up to September 29, 2028 on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

- i. Remuneration: Up to maximum of INR 30,00,000/- (Indian Rupees Thirty Lakhs Only) per annum.
- ii. The Managing Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including the salary of Driver to be borne by the Company.
- iii. Reimbursement of any other expenses properly incurred by him in accordance with rules of the Company.
- iv. Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- v. Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

This resolution is being proposed as an Ordinary resolution in view of the relevant provisions of Schedule V to the Act for payment of minimum remuneration in the event of loss or inadequacy of profits.

Mr. Jagdish Umakant Nayak is interested in the resolution set out at Item No. 03 of the Notice with regard to his appointment. Relatives of Mr. Jagdish Umakant Nayak may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary resolution set out in Item No. 03 for approval by shareholders.



A handwritten signature in blue ink, consisting of a stylized 'S' followed by a horizontal line.

Item No. 04 : To consider and approve change in designation of Mrs. Jyoti Jagdish Nayak as Whole Time Director of the Company and fix remuneration:

At the board meeting of the Company held on September 01, 2023, the board of directors of the company approved change in the designation of Mrs. Jyoti Jagdish Nayak (DIN: 02945625), as the Whole Time Director of the Company for a period of five years, *from September 30, 2023 till September 29, 2028* on the terms of remuneration mentioned herein below, with powers to the Board to make such variation or increase therein as may be thought fit from time to time, but within the ceiling/s laid down in the Act or any statutory amendment or relaxation thereof:

CATEGORY	PARTICULARS
Basic Salary	Up to maximum of INR 30,00,000 (Indian Rupees Thirty Lakhs Only) per annum.
Sitting Fees	The Whole Time Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof.
Perquisites and allowances	a) Contribution to Provident Fund and Superannuation/Annuity Fund will be as per Scheme of the Company. b) Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company. c) Encashment of unavailed leave at the end of the tenure or at specified intervals will be as per rules of the Company. d) House rent allowance as per the Income Tax Rules, 1962. e) Medical reimbursement/allowance: as per the Income Tax Rules. f) Provision for driver/ driver's salary allowance : as per the rules of the Company; g) Personal accident insurance: As per the rule of the Company. h) Travelling Allowance : As per Company Rules i) Entertainment Allowance : As per Company Rules j) Telephone & Mobile Allowance [ MTNL ] : As per Company Rules k) Vehicle Running [ Petrol, Toll, Car Insurance, Car Repairing] : As per Company Rules

The agenda mentioned in Item no. 04 is recommended by the board to the members of the company as an Ordinary resolution for the approval of members.

None of the Directors, KMP's of the Company or their relatives are interested in the resolution except for Mrs. Jyoti Jagdish Nayak (DIN: 02945625).



Item No. 05: Change in designation of Mr. Ashutosh Jagdish Nayak as Non-Executive Director of the Company:

At the board meeting of the Company held on September 01, 2023, the Board of Directors of the company approved change in the designation of Mr. Ashutosh Jagdish Nayak (DIN: 07553633) as an Non-Executive Director of the Company, subject to approval of members in general meeting.

This resolution is being proposed as an Ordinary resolution in view of the relevant provisions of the Act.

Mr. Ashutosh Jagdish Nayak is interested in the resolution set out at Item No. 05 of the Notice with regard to his appointment. Relatives of Mr. Ashutosh Jagdish Nayak may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary resolution set out in Item No. 05 for approval by shareholders.

Item No. 06: Appointment of Mr. Balu Kumbharkar as a Director (Non – Executive & Independent Director) of the company:

The Board of Directors of the Company had pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Mr. Balu Kumbharkar (DIN: 10180137) aged 67 years, as an additional (Non-executive) Director of the Company in the Board meeting held on 19<sup>th</sup> June, 2023. Further, the Board at their meeting dated September 01, 2023 has appointed Mr. Balu Kumbharkar (DIN: 10180137) as a Non executive Independent Director of the company effective from September 30, 2023 (being date of AGM) for the term of 5 years subject to approval of members in general meeting. The Company has received the following from Mr. Balu Kumbharkar;

- Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming his eligibility for such appointment, and
- Declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Act.

Based on the recommendations of Board of Directors of the Company and keeping in view the expertise of Mr. Balu Kumbharkar, consent of members has been requested as per provisions



mentioned in the Act and the Rules made thereunder. His appointment as an independent director is justified and would immensely benefit the Company.

None of the Directors, KMP's of the Company or their relatives are interested in the resolution except for Mr. Balu Kumbharkar.

The Board of Directors recommends the Resolution set out at Item No. 06 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

**Item No.07: Appointment of Mr. Ravikant Mhatre as a Director (Non – Executive & Independent Director) of the company:**

The Board of Directors of the Company had pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Mr. Ravikant Mhatre (DIN: 06362676), aged 52 years, as an additional (Non-executive Independent) Director of the Company in the Board meeting held on 19<sup>th</sup> June, 2023. Further, the Board at their meeting dated September 01, 2023 has appointed Mr. Ravikant Mhatre (DIN: 06362676) as a Non executive Independent Director of the company effective from September 30, 2023 (being date of AGM) for the term of 5 years subject to approval of members in general meeting. The Company has received the following from Mr. Ravikant Mhatre;

- Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming his eligibility for such appointment, and
- Declaration to the effect that he meets the criteria of Independence as provided in sub section (6) of Section 149 of the Act.

Based on the recommendations of Board of Directors of the Company and keeping in view the expertise of Mr. Ravikant Mhatre, consent of members has been requested as per provisions mentioned in the Act and the Rules made thereunder. His appointment as an independent director is justified and would immensely benefit the Company.

None of the Directors, KMP's of the Company or their relatives are interested in the resolution except for Mr. Ravikant Mhatre.

The Board of Directors recommends the Resolution set out at Item No. 07 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

**Item No.08 : Appointment of Ms. Smita Patil as a Director (Non – Executive & Independent Director) of the company:**



The Board of Directors of the Company had pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Ms. Smita Patil (DIN: 10147488), aged 41 years, as an additional (Non-executive Independent) Director of the Company in the Board meeting held on 19<sup>th</sup> June, 2023. Further, the Board at their meeting dated September 01, 2023 has appointed Ms. Smita Patil (DIN: 10147488) as a Non executive Independent Director of the company effective from September 30, 2023 (being date of AGM) for the term of 5 years subject to approval of members in general meeting. The Company has received the following from Ms. Smita Patil;

- Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- Intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under section 164(2) of the Act confirming her eligibility for such appointment, and
- Declaration to the effect that she meets the criteria of Independence as provided in sub section (6) of Section 149 of the Act.

Based on the recommendations of Board of Directors of the Company and keeping in view the expertise of Ms. Smita Patil, consent of members has been requested as per provisions mentioned in the Act and the Rules made thereunder. Her appointment as an independent director is justified and would immensely benefit the Company.

None of the Directors, KMP's of the Company or their relatives are interested in the resolution except for Ms. Smita Patil.

The Board of Directors recommends the Resolution set out at Item No. 08 of the accompanying Notice for approval of the Members of the Company as an Ordinary Resolution.

**Item No. 09: Authorise the Board to sell, lease or otherwise dispose undertaking of the company:**

The Company may borrow monies by way of debentures, bonds, loans, hire purchase finance either in rupee or in foreign currency from Financial Institutions / Banks / Insurance Companies and other Corporate Bodies apart from working capital facilities from banks in ordinary course of business. This in turn would necessitate further creation of securities by suitable mortgages and / or charge on all or some of the immovable and movable properties of the Company, both present and future, in favors of the lenders / trustees. To create mortgage and / or charge up to the limit of INR 100,00,00,000 (Rupees One Hundred Crores only), approval of the Members is required to be obtained pursuant to Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. Hence the resolution is placed before the Members for their approval.

Your Directors recommend passing the above resolution as special resolution.



None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item no.09 of the Notice.

**Item No. 10: Approval of borrowing limits not exceeding INR 100 Crores pursuant to Section 180 (1)(c) of the Companies Act 2013:**

Your Board of Directors is of the opinion that for any future business expansion or diversification which may be carried out by the Company, the Company requires infusion of additional funds. Hence, the requirement for mobilization of the funds has been substantially increased. Therefore, it is considered desirable to increase the Board's borrowing powers up to the limit of INR 100,00,00,000 (Rupees One Hundred Crores only) over and above the paid-up share capital and free reserves of the Company.

Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1)(c) of the Companies Act, 2013.

Your Directors recommend passing the above resolution as special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 10 of the Notice.

**Item No. 11: Approval for giving of loans and guarantees, providing of securities and making investments by company pursuant to section 186 of the Companies Act, 2013:**

The Board of Directors of your Company wishes to inform the Members that your Board has recommended for seeking approval of the Members of the Company to make investments, provide security and give guarantees up to a limit of INR 100,00,00,000 (Rupees One Hundred Crores only) in any identified Body Corporate as may be benchmarked by the Board of Directors in the best interest of the shareholders of the Company.

Your approval for the said special resolution is sought as the said limit exceeds the prescribed limit of 60% of the aggregate of the paid-up share capital and free reserves and/or 100% of the aggregate of free reserves of the Company as provided under Section 186 of the Companies Act, 2013.

The Board of Directors of the Company accordingly recommends the said special resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no.11 of the Notice.

**Item No. 12: Approval of the Sitting fees of the Non-Executive Independent Directors of the Company:**



*[Handwritten signature]*

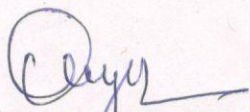
At the board meeting of the Company held on September 01, 2023, the Board of Directors of the company had pursuant to the applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 approved the payment of Sitting Fees to the Non-executive Independent Director(s) of the company for attending meetings of the Board and/or Committees thereof existing or new and such other meeting attended as member, which shall be upto Rs. 2,00,000/- per annum plus applicable Goods and Service Tax (GST) on reverse charge mechanism basis payable by the Company w.e.f. 19<sup>th</sup> June, 2023 and any other expense incurred for and on behalf of the Company as the Board may approve as per Company's policy.

Your Board of Directors recommends passing the above resolution as an Ordinary resolution.

Mr. Ravikant Mhatre, Mr. Balu Kumbharkar and Ms. Smita Patil, Non-Executive Independent Directors of the company, are interested in the resolution set out at Item No.12 of the Notice with regard to payment of sitting fees. Relatives of the aforesaid Non Executive Independent Directors, if any, may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By order of the Board of Directors

**FOR CLINITECH LABORATORY LIMITED**  
*(formerly known as Clinitech Laboratory Private Limited)*



Jagdish Umakant Nayak  
Director  
[DIN: 00646672]



Place: Navi Mumbai  
Date: 01/09/2023