

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF INTEX CARE PRIVATE LIMITED WILL BE HELD ON SATURDAY, 28TH MARCH, 2015 AT 10:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT D-18 / 2, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI 110 020 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. To authorize board of directors of the company to borrow in excess of aggregate of paid up share capital and free reserves and in this regard 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to borrow, from time to time, any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the company, provided that the total amount borrowed or to be borrowed shall not any time exceed Rupees 20 Crore (Rupees Twenty Crore only) or the aggregate of paid up share capital and free reserves of the company, whichever is higher.

RESOLVED FURTHER THAT Board of Directors (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

2. To authorize board of directors to create charge on properties or asset of the Company, both present and future, in respect of borrowings and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provision of Section 180(1)(a) and other applicable provisions, if any, of Companies Act, 2013, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to create charge, mortgage, hypothecation, pledge in addition to the existing charge, mortgage, hypothecation, pledge created by the company, if any, on all or any of the

movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and/ or the whole or part of any of the undertaking of the Company, for securing the borrowing availed or to be availed by the Company, by way of loans or otherwise, in foreign currency or in Indian currency, from time to time, provided that total amount of loan and all monies payable by the company in respect of the said loans for the charge is to be created, shall not, exceed Rupees 20.00 Crores (Rupees Twenty Crores Only) or the aggregate of paid up share capital and free reserves of the company, whichever is higher.

RESOLVED FURTHER THAT Board of Directors (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

By order of the Board
For **Intex Care Private Limited**

Sd/-
Director
(Pankaj Goel)
DIN: 07069713
GH- 10/89A, Ground Floor,
Sunder Apartment, Paschim Vihar,
New Delhi- 110087

Date: 02.03.2015

Place: New Delhi

Registered office:

D-18 / 2, Okhla Industrial Area,

Phase-II, New Delhi 110 020

Tel: +91 011 41610224, 43192200

Fax +91 011 41610221, 41610190

Email: contact@intexcare.com

Website: www.intexcare.com

CIN: U74140DL2015PTC276168

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, should be deposited at the registered office of the Company not less than forty-eight 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 and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra Ordinary General Meeting.
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the Annual General Meeting.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item No. 1 & 2 of the Notice, is annexed hereto.
5. Members are requested to notify change in address, if any, immediately to the Company.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1

Section 180 (1) (c) of the Companies Act, 2013 effective from September 12, 2013 provides that board of directors of a company may borrow any amount exceeding its paid up capital and free reserves if authorised by passing special resolution in general meeting of the company.

Accordingly it is proposed to authorize Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to borrow from time to time any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the company (apart from temporary loans obtained from the company's banker in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the company and its free reserves, provided that the total amount of borrowing including amount already borrowed by the company shall not exceed the sum of rupees 200 crore (Rupees Two Hundred Crore) outstanding at any point of time

Pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013, consent of members of the Company by way of Special Resolution is required to borrow amount in excess of its paid up share capital and free reserves of the company.

Therefore the Board of Directors recommend passing of the Special Resolution set out at Item No. 1 of the Notice.

Copy of documents referred in proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

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

ITEM NO. 2

Section 180 (1) (a) of the Companies Act, 2013 effective from September 12, 2013 provides that board of directors of a company may create charge/ mortgage/ hypothecate on properties of the companies upto any amount exceeding paid up share capital and free reserves if authorised by passing special resolution in general meeting of the company.

Pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, consent of members of the Company by way of Special Resolution is required to create charge/ mortgage/ hypothecate on properties of the company as mentioned above.

Therefore the Board of Directors recommend passing of the Special Resolution set out at Item No. 2 of the Notice.

Copy of documents referred in proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

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

By order of the Board
For **Intex Care Private Limited**

Sd/-
Director
(Pankaj Goel)
DIN: 07069713
GH- 10/89A, Ground Floor,
Sunder Apartment, Paschim Vihar,
New Delhi- 110087

Date: 02.03.2015
Place: New Delhi