

## NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held on Tuesday, the 28<sup>th</sup> day of September, 2021 at 02.30 P.M through Video Conferencing (VC)/Other Audio Visual means (OAVM) facility at the Board Room, Corporate Office, 1st Floor, Kohinoor building, Road No 2, Banjara Hills, Hyderabad - 500034 Telangana to transact the following business:

### ORDINARY BUSINESS:

1. To Consider and adopt the audited Financial Statements i.e. Balance Sheet and the statement of Profit & Loss (including the Consolidated Financial Statements) and the Cash Flow Statement of the Company for the Financial Year ended 31<sup>st</sup> March 2021 and the reports of the Board of Directors and Auditors thereon.
2. To reappoint Mr. Mahadevan Narayanamoni (DIN: 07128788) as a director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint Mr. Arunprakash Srinivasarao Korati (DIN: 00027783) as a director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. To Ratify the Remuneration Payable to Cost Auditors:

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Cost Auditors, M/s. Nageswara Rao & Co, Cost Accountants having Firm Registration No: 000332 appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the Financial year ending 31 March 2022, be paid a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) Per Annum plus applicable taxes and out of pocket expenses at actual.

**RESOLVED FURTHER THAT** Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

QUALITY CARE INDIA LIMITED

CIN: U85110TG1992PLC014728

evercare group

#### CARE HOSPITALS

Banjara Hills: 6-3-248/2, Road No.1, Hyderabad - 500034, Telangana, T: (040)-61656565, F: (040)-30418488

Banjara Hills - CARE Outpatient Centre: Road No 10, Hyderabad - 500034, Telangana, T: (040)-61656565, F: (040)-3931 0140

E: info@carehospitals.com | W: carehospitals.com

#### REGISTERED OFFICE

H. No. 6-3-248/2, Road No.1, Banjara Hills, Hyderabad - 500034, Telangana

T: (040)-30418888, (040)-23234444 | F: 040-30418488 |

E: info@carehospitals.com | W: carehospitals.com

#### CORPORATE OFFICE

H. No. 8-2-12/86/10, 1st Floor, Kohinoor Building, Road No. 2, Banjara Hills, Hyderabad - 5000634, Telangana

T: (040)-61806565 | E: info@carehospitals.com | W: carehospitals.com

**5. To Appoint Mr. Jasdeep Singh (DIN: 02705303) as a Director and approval for appointment as Executive Director and Chief Executive Officer**

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


**“RESOLVED THAT** pursuant to Section 152 and any other applicable provisions of the Companies Act, 2013 read with 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) and in accordance with the Articles of Association of the company, Mr. Jasdeep Singh (DIN: 02705303), who was appointed as an Additional Director of the Company w.e.f. 19<sup>th</sup> October, 2020, by the Board of Directors in terms of Section 161 of the Act and as recommended by the Nomination and Remuneration committee and Board of Directors & who holds such office until the conclusion of this Annual General Meeting be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 188 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications) thereto or re-enactment thereof for the time being in force) and subject to any other approval as may be required, the ratification of appointment of Mr. Jasdeep Singh as Chief Executive Officer of the Company for a period of 5 years w.e.f. 19<sup>th</sup> October, 2020, with a remuneration of Rs. 2,50,00,000/- P.a. (Rupees Two Crores Fifty Lakhs per annum) for a period of 3 years be and is hereby confirmed and approved.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorised to vary and /or revise the remuneration of Mr. Jasdeep Singh within limits permissible under the Companies Act, 2013 and rules made thereunder and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution”.

**For and on behalf of the Board  
QUALITY CARE INDIA LIMITED**

**Place: Hyderabad, India  
Date: 24.08.2021**

  
**Mr. Jasdeep Singh  
Director & Group Chief Executive Officer  
DIN: 02705303**

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**Notes:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at Annual General Meeting is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide General circular No. 02/2021 dated 13<sup>th</sup> January, 2021, read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars and relevant circulars and other applicable provisions, the 29<sup>th</sup> AGM of the Company is being held through VC / OAVM
3. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 30 minutes after the conclusion of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members desiring to seek any information/clarifications on the annual accounts are request to write to the Company at least seven (7) days before the Annual General Meeting to enable the management to keep the information ready.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its certified true copy of Board or governing body Resolution/Authorization/Power of Attorney etc., alongwith the specimen signature of the authorized representative who is authorized to attend the AGM on its behalf and to vote. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to [cs.office@carehospitals.com](mailto:cs.office@carehospitals.com)

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8. Members holding shares in physical/dematerialized mode, who have not registered/updated their email addresses with the Company are requested to register/update their email addresses by writing to the Company along with their details and folio number at [cs.office@carehospitals.com](mailto:cs.office@carehospitals.com)
9. Members whose email ids are already registered with the Company or with Registrar and Share transfer agent will receive the Zoom Link (for video conferencing) for attending the Annual General Meeting which is also given below; Members are requested to attend the meeting through the given link and In case any member has not received the link via email then they are requested to send a mail from their E-mail account and write to [cs.office@carehospitals.com](mailto:cs.office@carehospitals.com).

**Zoom Link :**

**Topic:** QCIL Annual General Meeting 2021

**Time:** Sep 28, 2021 02:30 PM India

**Join Zoom Meeting**

<https://us02web.zoom.us/j/89764460270?pwd=c1V5RmlMdG54WTF0d3c3UG5NaDVKZz09>

**Meeting ID:** 897 6446 0270

**Passcode:** 024824

**One tap mobile**

0008000401530,,89764460270#,,,,\*024824# India Toll-free

0008000505050,,89764460270#,,,,\*024824# India Toll-free

**Dial by your location**

000 800 040 1530 India Toll-free

000 800 050 5050 India Toll-free

800 035 704 555 The United Arab Emirates Toll-free

800 0491 0899 The United Arab Emirates Toll-free

800 035 704 239 The United Arab Emirates Toll-free

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**Meeting ID:** 897 6446 0270

**Passcode:** 024824

Find your local number: <https://us02web.zoom.us/j/kpvxso1Ef>

**Instructions:**

a) Type the exact link given above in the web address bar and enter

Or

b) i) open Google Chrome/Mozilla Firefox/Internet Explorer

ii) Go to [join.zoom.us](https://join.zoom.us) and type

Meeting ID: 897 6446 0270

Passcode: 024824

iii) Click **Join**

In case of any technical difficulties write to -  
[venkateswarlu.dadagopu@carehospitals.com](mailto:venkateswarlu.dadagopu@carehospitals.com); or [irfan.baig@carehospitals.com](mailto:irfan.baig@carehospitals.com);

10. In keeping with Ministry of Corporate Affairs' Green initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars, etc. from the Company electronically by writing to [cs.office@carehospitals.com](mailto:cs.office@carehospitals.com).
11. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to [cs.office@carehospitals.com](mailto:cs.office@carehospitals.com)
12. All shareholders attending the AGM will have the option to post their comments/queries through a dedicated chat box, which will be made available.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act 2013)

### **Item No 4**

The Board has approved the re-appointment of the Cost Auditors, M/s. Nageswara Rao & Co. at a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) per annum plus applicable taxes and out of pocket expenses at actuals, to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2022.

In accordance with the provisions of the Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2022.

None of the Directors / Key Managerial Personnel / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Board recommends the resolution set forth in the item no.4 of the Notice for approval of the Members

### **Item No 5**

Mr. Jasdeep Singh was appointed as an Executive Additional Director of the Company by the Board with effect from 19th October, 2020, and holds office till ensuing Annual General Meeting with the terms and conditions as detailed hereunder, subject to the approval of members:

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#### A. SALARY:

Salary and Allowances:	
Particulars	Per Annum (Rs.)
Basic Salary	88,15,236
HRA	36,73,020
Conveyance	22,03,812
Driver's Salary	3,00,000
Fuel & Maintenance	3,00,000
National Pension Scheme (NPS)	4,15,680
Meal Coupon	26,400
Car Lease	13,20,000
Car Maintenance & Insurance	1,80,000
Provident Fund	13,22,280
Gratuity	4,24,572
Group Mediclaim Policy (GMC)	19,000
Residence Phone & internet	0
Other Allowances	0
Leave Travel Assistance	0
Medical Reimbursement	0
<b>Total Base Pay</b>	<b>1,90,00,000</b>

#### Note:

1. Target Performance Bonus- Annual INR 60,00,000/- & Joining bonus of INR 30,00,000/-
2. Leased Company car as per the rules of the Company.- Yes
3. Contribution to the Provident Fund (12% of Basic salary). -Yes
4. Coverage under Group Mediclaim Policy (Self and Dependents – Parents, Spouse, Two Children). -Yes
5. Coverage under Group Personal Accident Policy (24 hours). –Yes
6. Gratuity as per Company Policy.-Yes
7. Leave encashment as per the rules of the Company.-Yes

#### B. Minimum Remuneration

Notwithstanding anything herein above stated, where in any financial year, during the tenure of Mr. Jasdeep Singh as Director & Chief Executive Officer, the Company incurs a loss or its profits are inadequate, Mr. Jasdeep Singh shall be paid the above-mentioned remuneration by way of salary, allowances and perquisites and the same shall be considered as the minimum remuneration for the purposes of provisions of the Act and the Rules made thereunder.

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No Director, Key Managerial Personnel or their relatives, except Mr. Jasdeep Singh, to whom the resolution relates, is interested or concerned in the resolution.

The nomination and remuneration committee has approved and recommended the above remuneration in its meeting held on 24<sup>th</sup> August, 2021.

A statement as required under Section II of Schedule V of the Act, has been annexed along with this notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of members by way of a **Special Resolution**.

**EXPLANATORY STATEMENT PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA DETAILING INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE APPOINTED IN THE TERMS OF REMUNERATION OF DIRECTOR:**

<b>Particulars</b>	<b>Mr. Jasdeep Singh</b>
<b>Date of Birth</b>	23/08/1977
<b>Date of first appointment on Board</b>	19/10/2020
<b>Qualification</b>	Bachelor in Hotel Management and MBA
<b>Experience (years)</b>	21 Years
<b>Remuneration sought to be paid</b>	Rs. 2,50,00,000/-
<b>Last drawn remuneration</b>	Rs. 1,15,00,000/-
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, Managers / KMPs</b>	No relation
<b>Number of meetings of the Board attended during the year</b>	4
<b>Other Directorships</b>	Director in the following companies:- 1) Ramkrishna Care Medical Sciences Private Limited 2) Galaxy Care Multispeciality Hospital Private Limited 3) Quality Care Health Services India Private Limited 4) Ganga Care Hospital Limited 5) Quality Care Jharsuguda Private Limited
<b>Memberships / Chairmanships of committees of other Boards</b>	Memberships – 1) Operating committee

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**STATEMENT PURSUANT TO THE PROVISIONS OF PART II SECTION II (B) (iv) OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT TO ITEM NOS. 5 OF THE NOTICE**

**I. GENERAL INFORMATION:**

**(1) Nature of industry:**

Healthcare has become one of India's largest sector, both in terms of revenue and employment. Healthcare comprises hospitals, medical devices, clinical trials, outsourcing, telemedicine, medical tourism, health insurance and medical equipment. The Indian healthcare sector is growing at a brisk pace due to its strengthening coverage, services and increasing expenditure by public as well private players.

Indian healthcare delivery system is categorised into two major components public and private. The Government, i.e. public healthcare system, comprises limited secondary and tertiary care institutions in key cities and focuses on providing basic healthcare facilities in the form of primary healthcare centres (PHCs) in rural areas. The private sector provides majority of secondary, tertiary, and quaternary care institutions with major concentration in metros and tier I and tier II cities.

India's competitive advantage lies in its large pool of well-trained medical professionals. India is also cost competitive compared to its peers in Asia and Western countries. The cost of surgery in India is about one-tenth of that in the US or Western Europe.

**Company Information:**

The Company was originally incorporated as a public limited company under the name and style of 'A. K. Diagnostics Limited' in the State of Andhra Pradesh on 07<sup>th</sup> September, 1992 vide Company Number 01-14728. Later on, the Company changed its name to 'Quality Care India Limited' and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Andhra Pradesh on 03<sup>rd</sup> December, 1999.

**(2) Date of commencement of commercial production:**

The Company has commenced commercial operations in 1992

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**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable

**(4) Financial performance based on given indicators:**

Past financial performance:

Particulars	(Rs. in Million)		
	FY 2020-2021	FY 2019-20	FY 2018-19
Net sales	8,141.13	7,444.67	7,349.05
Profit before tax and exceptional items	390.65	90.53	41.93
Profit / (Loss) after tax	606.70	139.85	(290.96)

**(5) investments or collaborators, if any:**

The Company has not entered into any foreign collaboration. 95.87% of the total paid up share capital of the Company is held by Touch Healthcare Private Limited, the holding company.

**II. INFORMATION ABOUT THE APPOINTEE:**

**A) Jasdeep Singh**

**(1) Background details**

Jasdeep Singh is Group Chief Executive officer of Quality Care India Limited. He brings more than 20 years of healthcare experience to CARE Hospitals and has been responsible for hospital operations in some of the leading hospital chains in the country. His most recent position was Group Chief Operating Officer, Columbia Asia Hospitals, with accountability for 11 hospitals and a total of 1,200 beds across India. Prior to that he was CEO of Milan IVF.

He Joined Fortis Healthcare in 2002 until 2016, where he held a variety of management roles enabling him to develop and hone his healthcare leadership skills as he worked with clinical and management teams across India's second largest hospital chain. Throughout his career Mr. Jasdeep has continuously demonstrated his expertise in operational effectiveness, clinical program expansion, process redesign and creating cultures of patient centricity.

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Banjara Hills - CARE Outpatient Centre: Road No 10, Hyderabad - 500034, Telangana, T: (040)-61656565, F: (040)-3931 0140

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**REGISTERED OFFICE**

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**CORPORATE OFFICE**

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## (2) Past remuneration

Sl. No.	Company	Year	Last drawn remuneration
1	Columbia Asia Hospitals	2017-2020	Rs. 1,15,00,000/-

## (3 & 4) Recognition or awards & Job profile and his suitability

He has been appointed as a Director and Chief Executive Officer of the Company and is responsible for management of day to day affairs and overall operations of the Company under supervision and control of the Board of Directors.

His experience and credibility mentioned herein substantiate his suitability for the proposed appointment-

- He brings more than 20 years of healthcare experience to CARE Hospitals and has been responsible for hospital operations in some of the leading hospital chains in the country.
- His most recent position was Group Chief Operating Officer, Columbia Asia Hospitals, with accountability for 11 hospitals and a total of 1,200 beds across India.
- Prior to that he was CEO of Milan IVF.
- He Joined Fortis Healthcare in 2002 until 2016, where he held a variety of management roles enabling him to develop and hone his healthcare leadership skills as he worked with clinical and management teams across India's second largest hospital chain.

## (5) Remuneration proposed

The remuneration proposed to be paid for the FY 2021-22 is total base pay of Rs. 1,90,00,000/-plus perquisites and benefits as detailed above in the explanatory statement.

## (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the Chief Executive Officer.

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**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**

Except the remuneration as stated above, he has no other direct or indirect pecuniary relationship with the Company.

**III Other Information - NA**

1. Reasons of loss or inadequate profits
2. Steps taken or proposed to be taken for improvement
3. Expected Increase in Productivity and profit in measurable terms.

**IV. Disclosures**

Not applicable, since the Company is unlisted entity Corporate.

Hence, your Directors are of the view that the Company would be immensely benefited by the varied experience of Mr. Jasdeep Singh and therefore recommended for approval of the resolution(s) contained therein.

**For and on behalf of the Board  
QUALITY CARE INDIA LIMITED**

  
**Mr. Jasdeep Singh**

**Director & Group Chief Executive Officer  
DIN: 02705303**

**Place: Hyderabad, India**

**Date: 24.08.2021**

**QUALITY CARE INDIA LIMITED**

**CIN: U85110TG1992PLC014728**

**evercare group**

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