

SHORTER NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE 1ST (FY 2023-24) EXTRA ORDINARY GENERAL MEETING OF THE MEMBER OF QUALITY CARE INDIA LIMITED WILL BE HELD ON THURSDAY, 12TH OCTOBER, 2023 AT 02:00 P.M. (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) FACILITY AT BOARD ROOM, CORPORATE OFFICE, 1ST FLOOR, KOHINOOR BUILDING, ROAD NO.2, BANJARA HILLS, HYDERABAD – 500 034 TO TRANSACT THE FOLLOWING BUSINESS:

ITEM#1: TO APPROVE RE-CLASSIFICATION OF PREFERENCE SHARE CAPITAL INTO EQUITY SHARE CAPITAL AND SUBSEQUENT ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION BY VIRTUE OF CONVERSION OF COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) INTO EQUITY SHARES

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended or restated, from time to time read with Companies (Share capital and Debentures) Rules, 2014 the approval of the members be and is hereby accorded for the reclassification of its authorized share capital as follows: (i) the cancellation of Authorised Preference Share Capital amounting to INR 15,50,00,000 (Rupees Fifteen Crore Fifty Lakh Only) divided into 1,55,00,000 (One Crore Fifty Five Lakh) Preference shares; and (ii) increase of Authorised Equity Capital of the Company by INR 15,50,00,000 (Rupees Fifteen Crore Fifty Lakh Only) divided to 1,55,00,000 (One Crore Fifty Five Lakh) Equity shares of Rs.10 each, and upon such reclassification the authorized capital of the Company in Clause V of the Memorandum of Association be represented as under

“V. The Authorised Share Capital of the Company is Rs. 95,00,00,000 (Rupees Ninety Five Crores only) divided into 9,50,00,000 (Nine Crore Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The shares in the capital of the Company for the time being whether original or increased may be divided, subdivided or reclassified into several classes that is equity into preference or vice versa, with any preferential, qualified or other special rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise. The Company shall have power to increase, reduce, classify, re-classify, convert, re-convert or redeem the existing Authorised Share Capital in to any class(es). If and whenever the capital of the company is divided into shares of different classes, the rights of such classes including the rights

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

REGISTERED OFFICE

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

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CORPORATE OFFICE

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of dividend, bonus shares may be varied, modified, affected, extended, abrogated, surrendered, deferred, qualified, or special rights, privileges or conditions provided in the Regulations registered herewith or by the terms of their issue or in any other manner as may be agreed by the members or shareholders or investors as the case may be."

RESOLVED FURTHER THAT Mr. Jasdeep Singh - Director (DIN: 02705303) or any other Director or the Company Secretary of the Company be and is hereby authorized to undertake such acts, deeds and matters, including but not limited to making requisite filings with the Registrar of Companies that may be required to give effect to the foregoing resolutions."

**For and on Behalf of Board of Directors of
Quality Care India Limited**



Date: 11.10.2023
Place: Hyderabad

Mr. Jasdeep Singh
Director & Group Chief Executive Officer
DIN: 02705303
PAN: ASSPS1142H



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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 Extra Ordinary General Meeting is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide General circular No. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020 and 39/2020 dated 31.12.2020 and 10/2021 dated 23.06.2021, read with circulars No. 20/2021 dated 8.12.2021 and General circular no. 3/2022 dated 05.05.2022 and General circular no. 10/2022 dated 28.12.2022 and General circular No. 09/2023 dated 25.09.2023 (collectively referred to as "MCA Circulars") permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members till **30th September, 2024**. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars and relevant circulars and other applicable provisions, the EGM 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 EGM and shall be closed on expiry of 30 minutes after the conclusion of the EGM. Members can attend the EGM through VC/OAVM by following the instructions mentioned in this notice.
4. The attendance of the Members attending the EGM 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 EGM 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 EGM 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 EGM 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 Extra Ordinary General Meeting to enable the management to keep the information ready.

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7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes. Institutional / Corporate Shareholders are requested 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 EGM 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
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
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 Extra Ordinary 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.

Zoom Link -

Topic: QCIL - __ Extra-Ordinary General Meeting (FY 2023-24)

Time: Oct 12, 2023 02:00 PM India

Zoom link -

<https://us02web.zoom.us/j/84772422373?pwd=VnZxRmtFWTVnUvZVhVbHU3b11tUT09>

Meeting ID: 847 7242 2373

Passcode: 453369

Instructions:

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

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Or

- b) i) open Google Chrome/Mozilla Firefox/Microsoft Edge
- ii) Go to join.zoom.us and type

Meeting ID: 847 7242 2373

Passcode: 453369

- iii) Click **Join**

In case of any technical difficulties write to –

cs.office@carehospitals.com or udaykumar.bellapu@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.
- 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
- 12. All shareholders attending the EGM will have the option to post their comments/queries through a dedicated chat box, which will be made available.
- 13. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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EXPLANATORY STATEMENT
UNDER SECTION 102 OF COMPANIES ACT, 2013

ITEM # 1:

RE-CLASSIFICATION OF PREFERENCE SHARE CAPITAL INTO EQUITY SHARE CAPITAL AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION BY VIRTUE OF THE CONVERSION OF COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) INTO EQUITY SHARES

Pursuant to the terms of issue of CCPS to Touch Healthcare Private Limited ("THPL"), the Board of Directors in their meeting held on 11th October, 2023 have approved the conversion of CCPS issued to THPL to a corresponding number of equity shares. Pursuant to the aforementioned conversion of CCPS, the Board had approved for cancellation and re-classification of the authorized Preference Share Capital into Equity share capital of the Company.

The Capital Clause V of the Memorandum of Association is required to be amended to reflect the re-classification in the Authorized Share Capital. The Board of Directors recommends to the Members of the Company to pass the resolutions as mentioned in Item No. 1 of the Notice as a special resolution.

The Board of Directors of the Company in their meeting held on Wednesday, October 11, 2023 recommended the passing of the Special Resolution under item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and KMP of the Company or their respective relatives is concerned or interested in the passing of the Resolution except as a member to the extent of their shareholdings, if any.

**For and on Behalf of Board of Directors of
Quality Care India Limited**

Date: 11.10.2023

Place: Hyderabad

Mr. Jasdeep Singh

Director & Group Chief Executive Officer

DIN: 02705303

PAN: ASSPS1142H

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