

SHORTER NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT 5th (FY 2023-24) EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF QUALITY CARE INDIA LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, FEBRUARY 23, 2024 AT 11:00 A.M. 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: WITHDRAWAL OF UNSUBSCRIBED PORTION OF EQUITY SHARES UNDER THE PREVIOUS PREFERENTIAL OFFER

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

"RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and with the Rules made thereunder, the consent of the members of the Company be and is hereby accorded for withdrawal of 61,84,770 (Sixty One Lakhs, Eighty Four Thousand Seven Hundred and Seventy) Equity shares of Rs. 10/- each aggregating to Rs. 400,00,00,016.25/- (Rupees Four Hundred Crores and Sixteen Rupees and Twenty Five Paise only) unsubscribed portion out of the total of 4,63,85,775 Equity Shares of Rs. 10/- each offered to the identified investors by the Company on 5th January, 2024 at a price of Rs. 646.75/- including a premium of Rs. 636.75/- per Equity Share aggregating to Rs. 3000,00,00,000/- (Rupees Three Thousand Crores Only) for cash through private placement.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company and Company Secretary of the company be and are hereby severally authorized to do all such acts necessary or desirable and to settle any question, difficulty, or doubt, that may arise in relation to the securities offered, issued, allotted and revoked and to execute any documents as may be necessary, desirable and expedient in connection therewith.

RESOLVED FURTHER THAT any Director, Company Secretary and Chief Financial Officer of the Company is hereby severally authorised to give a certified true extract of this resolution to whoever needs the same".

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. 8-2-120/86/10, 1st Floor, Kohinoor building, Road No. 2, Banjara hills,

Hyderabad -500 034, Telangana

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

ITEM # 2: TO APPROVE, ISSUE, OFFER AND ALLOT EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

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

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1) (a) and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members of the company be and is hereby accorded to create, issue, offer and allot upto 22,94,747 Equity Shares of INR 10 (Indian Rupees Ten only) each at a price of INR 646.75 (Indian Rupees Six Hundred Forty Six point Seven Five only) including a premium of INR 636.75 (Indian Rupees Six Hundred Thirty Six point Seven Five only), aggregating to INR 148,41,27,622/- (Indian Rupees One Hundred and Forty Eight Crores Forty One Lakhs Twenty Seven Thousand Six Hundred and Twenty Two only) on a preferential allotment basis to identified investors, as part consideration with respect to the sale shares proposed to be acquired from the below mentioned shareholders of Condis India Healthcare Private Limited on such terms and conditions as detailed in preferential offer cum application letter.

SI. No.	Name and address of the Identified Investors	No. of Equity Shares to be offered and allotted	For consideration Other than cash for (swap shares) (INR)
1.	Name: M I Sahadulla Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	13,91,829	90,01,65,406
2.	Name: P M Zuhara Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO,	14,839	95,97,123

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	Trivandrum, Kerala - 695 003		
3.	Name: Samer Illias Sahadulla Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	2,11,636	13,68,75,583
4.	Name: Reshmi Aysha Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	31,375	2,02,91,781
5.	Name: Yusuf Samer Sahadulla Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	28,730	1,85,81,128
6.	Name: Zaheer Elias Najeeb Address: TC 12402, House No. 66, Padiyath House, RPD Marg, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003	67,718	4,37,96,617
7.	Name: Sherin Ayoob Address: TC 12402, Padiyath House, Kuravankonam, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003	2,83,097	18,30,92,985
8.	Name: Manha Manaal Zaheer Address: TC 12402, House No. 66,	63,961	4,13,66,777

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	Padiyath House, RPD Marg, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003		
9.	Name: Tariq Elias Najeeb Address: TC 12402, House No. 66, Padiyath House, RPD Marg, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003	73,895	4,77,91,591
10.	Name: Saffia P M Address: TC 12402, Padiyath House, RPD Marg, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003	92,939	6,01,08,298
11.	Name: E. Iqbal Address: Mullasserri House, Sasthavattom P O, Murukumpuzha, Azhoor, Trivandrum, Kerala 695305	34,728	2,24,60,334
		22,94,747	1,48,41,27,622

RESOLVED FURTHER THAT the Preferential Offer Letter in Form No. PAS 4 addressed to the aforementioned identified investors for subscription of securities, be and is hereby approved by the members of the Company.

RESOLVED FURTHER THAT such equity shares shall rank pari passu in all respects to the existing share capital of the Company including right to dividend, voting rights etc.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to sign and issue the preferential offer letter to the aforementioned

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QUALITY CARE INDIA LIMITED

CIN: U85110TG1992PLC014728

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identified investors and to do all such acts necessary or desirable and to settle any question, difficulty, or doubt, that may arise in relation to the offer, issue, allotment and delegate all or any of their powers to any officer/ signatory of the Company, if required, as it may in their absolute discretion deem fit and to finalize and execute all such documents as may be necessary, desirable and expedient and to approach any competent authority to do all such acts, deeds, matters and things as may be necessary, appropriate and proper or expedient for issuance of the subscription shares to the investors.

RESOLVED FURTHER THAT any Director, Company Secretary and Chief Financial Officer of the Company is hereby severally authorised to give a certified true extract of this resolution to whoever needs the same”.

ITEM#3: REVISION IN THE REMUNERATION OF MR. JASDEEP SINGH, DIRECTOR & GROUP CHIEF EXECUTIVE OFFICER

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

“RESOLVED THAT in supersession of the earlier resolutions of the members passed in this regard and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, pursuant to the recommendation of the Nomination and Remuneration Committee, and such other approvals as may be required and subject to the Articles of the Association of the Company, and such other approvals as may be required, if any, consent of the members be and is hereby accorded for payment of additional compensation of INR 93,67,468/- in excess of the remuneration already fixed to Mr. Jasdeep Singh, Director and Group Chief Executive Officer (DIN: 02705303) which may be over and above the limits as specified under Schedule V of the Act in relation to overall managerial remuneration with effect from March 01, 2024.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things as may be necessary for giving effect to the above resolution.

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RESOLVED FURTHER THAT any Director or Group Chief Financial Officer or Company Secretary of the Company is hereby authorised to give a certified true extract of this resolution to whoever needs the same.”

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

**Date: 22.02.2024
Place: Hyderabad**


Gayathri Chandramouleswaran
Company Secretary
M. no. : 41863
PAN: AQSPC2418C



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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 – 5th Extra-Ordinary General Meeting (FY 2023-24)

Time: Feb 23, 2024 11:00 AM India

Zoom link –

Join Zoom Meeting

<https://us02web.zoom.us/j/89790091645?pwd=UjJPRVZvNU02d1UzUTB4bTA3Vm0xUT09>

Meeting ID: 897 9009 1645

Passcode: 100743

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Instructions:

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

Or

b) i) open Google Chrome/Mozilla Firefox/Microsoft Edge

ii) Go to join.zoom.us and type

Meeting ID: 897 9009 1645

Passcode: 100743

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

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM # 1: WITHDRAWAL OF UNSUBSCRIBED PORTION OF EQUITY SHARES UNDER THE PREVIOUS PREFERENTIAL OFFER

The members of the Company vide special resolution passed at the extraordinary general meeting held on January 05, 2024 pursuant to the provisions of Section 42 read with Section 62 read along with Section and the Rules made thereunder, authorized the Board of Directors to create, offer, invite and allot for subscription to 4,63,85,775 (Four Crore Sixty Three Lakhs Eighty Five Thousand Seven Hundred and Seventy Five) equity Shares of Rs. 10/- each at a price of Rs. 646.75/- (Rupees Six Hundred Forty Six and Seventy Five Paise Only) including a premium of Rs. 636.75/- (Rupees Six Hundred Thirty Six and Seventy Five Paise Only) aggregating to Rs. 3000,00,00,000/- (Rupees Three Thousand Crores Only) for cash through private placement.

Accordingly, the Board of Directors has made an offer of 4,63,85,775 (Four Crore Sixty Three Lakhs Eighty Five Thousand Seven Hundred and Seventy Five) equity Shares of Rs. 10/- each to the identified investors to be allotted within a period of one year from the date of passing of special resolution i.e., January 05, 2024. The Company has received subscription for and has issued and allotted 4,02,01,005 (Four Crores Two Lakhs One Thousand and Five) Equity Shares of Rs.10/- each at a price of Rs. 646.75/- including a premium of Rs. 636.75/- per Equity Share aggregating to Rs. 2599,99,99,983.75 (Rupees Two Thousand Five Hundred and Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Eighty Three Rupees and Seventy Five Paise only).

The Company propose to make fresh offer of shares by way of preferential issue to the new identified investors.

However, pursuant to the provisions of Section 42 of the Act, no fresh offer shall be made unless the allotments with respect to any offer made earlier have been completed or that unsubscribed portion of the earlier offer has been withdrawn by the Company. Hence, the Board has recommended for withdrawal of unsubscribed portion of 61,84,770 (Sixty One Lakhs, Eighty Four Thousand Seven Hundred and Seventy) Equity shares of Rs. 10/- each aggregating to Rs. 400,00,00,016.25/- (Rupees Four Hundred Crores and Sixteen Rupees and Twenty Five Paise only)

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CIN: U85110TG1992PLC014728

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offered under the special resolution passed on 5th January, 2024 to make a fresh offer of Equity shares to identified investors.

The Board of Directors proposes to the members to pass the aforesaid special resolution at **Item # 1 of the Notice as Special Resolution** under Section 42 and 62 of the Companies Act, 2013 to enable the Board to issue and allot Equity Shares through private placement.

None of the directors, key managerial personnel or their relatives is concerned or interested in the aforesaid resolution except to the extent of their shareholding in the Company.

ITEM # 2: TO APPROVE, ISSUE, OFFER AND ALLOT EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

As per the explanation provided in Item # 1 above, the Board proposes to raise funds through issue of Equity Shares on a private placement basis to the identified Investors.

Accordingly, the Board at its meeting held on 22nd February, 2024, proposed to create, issue, offer and allot upto 22,94,747 Equity shares of Rs.10/- each at a price of Rs.646.75/- including a premium of Rs.636.75/- per share on private placement basis to Identified Investors (the "Investor") as mentioned in the notice, in one or more tranches, subject to the members approval by way of special resolution.

Whereas pursuant to the provisions of Section 42 and Section 62 read along with other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder, a Company offering to subscribe to Equity Shares on a private placement basis is required to obtain prior approval of the Members of the Company by way of a Special Resolution.

Such a Special Resolution shall be valid for a period of Twelve months from the date of passing of resolution in this meeting or till the completion of allotment of offered securities in total, whichever is earlier.

Accordingly, the members' approval is being sought by way of a special resolution under Section 42 and Section 62 of the Companies Act, 2013 to issue and allot Equity Shares in one or more tranches to the identified investors as aforementioned in the notice. The information required for understanding the objects and facts of this issue are given below: -

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Disclosures as per Rule 13 (2) of Companies (Share Capital and Debentures) Rules, 2014; Rule 14(1) and 14(3) of Companies (Prospectus and Allotment of securities) Rules, 2014

- (i) **Objects of the issue:** The main objective of the issue is to offer shares to the shareholders of Condis India Healthcare Private Limited as part consideration for the shares of Condis India Healthcare Private Limited proposed to be acquired from them.
- (ii) **Total number and kind of securities to be issued:** upto 22,94,747 equity shares of Rs. 10/- each at a premium of Rs.636.75/-
- (iii) **Total Amount to be raised by way of issue of Securities:** Equity shares will be issued for consideration other than cash.
- (iv) **The Price/Price band and Basis/ justification for price at which the allotment is proposed and details of registered valuer:** The equity shares are proposed to be issued at face value of Rs.10/- with a premium of Rs. 636.75/- only. The price has been arrived at considering the valuation report dated December 23, 2023, issued by registered valuer - M/s. SSPA & Co., Chartered Accountants having Firm Registration No. 128851W and IBBI Registered Valuer No.: IBBI/RV/06/2018/10072. Address: 1st Floor, "Arjun", Plot No. 6A, V.P. Road, Andheri (W), Mumbai – 400058, India
- (v) **Relevant date with reference to which price has been arrived at:** December 02, 2023
- (vi) **Class or Classes of persons to whom the allotment is proposed to be made:** Individuals
- (vii) **Intention of the Promoters or Directors to subscribe to the offer:** None of the promoters or directors are subscribing to the offer.
- (viii) **Proposed time limit within which the allotment shall be completed:** Any time on or before the expiry of twelve months from the date of passing of this special resolution.
- (ix) **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

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SI. No.	Name and address of the Identified Investors	No. of Equity Shares to be offered and allotted	For consideration Other than cash for (swap shares) (INR)
1.	Name: M I Sahadulla Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	13,91,829	90,01,65,406
2.	Name: P M Zuhara Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	14,839	95,97,123
3.	Name: Samer Illias Sahadulla Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	2,11,636	13,68,75,583
4.	Name: Reshmi Aysha Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	31,375	2,02,91,781
5.	Name: Yusuf Samer Sahadulla Address: Rastanura, 66 RPD Marg, Kuravankonam, Kowdiar PO, Trivandrum, Kerala - 695 003	28,730	1,85,81,128
6.	Name: Zaheer Elias Najeeb Address: TC 12402, House No. 66, Padiyath House, RPD Marg, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003	67,718	4,37,96,617
7.	Name: Sherin Ayoob Address: TC 12402,	2,83,097	18,30,92,985

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	Padiyath House, Kuravankonam, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003		
8.	Name: Manha Manaal Zaheer Address: TC 12402, House No. 66, Padiyath House, RPD Marg, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003	63,961	4,13,66,777
9.	Name: Tariq Elias Najeeb Address: TC 12402, House No. 66, Padiyath House, RPD Marg, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003	73,895	4,77,91,591
10.	Name: Saffia P M Address: TC 12402, Padiyath House, RPD Marg, Near Salvation Army School, Kowdiar, Trivandrum, Kerala 695003	92,939	6,01,08,298
11.	Name: E. Iqbal Address: Mullasserri House, Sasthavattom P O, Murukumpuzha, Azhoor, Trivandrum, Kerala 695305	34,728	2,24,60,334
		22,94,747	1,48,41,27,622

(x) The number of persons to whom allotment on preferential basis have already been made during the year (proceeding past 12 months), in terms of number of securities as well as price:

Allotment of 4,02,01,005 equity shares of face value of Rs. 10/- each at a price of Rs. 646.75/- including a premium of Rs. 636.75/- per equity share aggregating to Rs. 2599,99,99,983.75/- to BCP Asia II Topco IV Pte. Ltd. and Centella Mauritius Holdings Limited as 1st tranche was

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done on January 19, 2024 and 2nd tranche on 07.02.2024.

(xi) **Resultant shares upon conversion:** NA

(xii) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** The Company is offering equity shares on preferential basis as a consideration with respect to the equity shares proposed to be acquired from the identified shareholders of Condis India Healthcare Private Limited.

(xiii) **The pre issue and post issue shareholding pattern of the company:**

The pre issue and post issue shareholding pattern of the company:

Sl. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% Shareholding of	No. of Shares held	% Shareholding of
A	Promoters' Holding:				
1.	Indian:	Nil	Nil	Nil	Nil
	Individual	Nil	Nil	Nil	Nil
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub-Total	Nil	Nil	Nil	Nil
2.	Foreign Promoters	67488111	73.60	67488111	71.80
	Sub-Total (A)	67488111	73.60	67488111	71.80
B	Non-Promoters' Holding:	-	-	-	-
1.	Institutional Investors (Indian)	-	-	-	-
2.	Institutional Investors (Foreign)	-	-	-	-
3.	Non-Institutional Investors	-	-	-	-
	Private Bodies Corporate	1043475	1.14	1043475	1.11
	Directors and Relatives	-	-	-	-

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	Indian Public	648253	0.71	2869105	3.05
	Others (NRIs)	22563	0.02	96458	0.10
	Foreign Corporates Body	22496037	24.53	22496037	23.93
	Sub-Total (B)	24210328	26.40	26505075	28.20
	Grand Total	91698439	100.00	93993186	100.00

(xiv) Change in control, if any, in the company that would occur consequent to the preferential offer: No change

Disclosures as per Rule 14(1) of Companies (Prospectus of Securities) Rules, 2014

- i) Particulars of offer including date of passing Board resolution: As per the Board resolution dated February 22, 2024, the offer upto 22,94,747 Equity shares of INR 10 each/- at a premium of INR 636.75/- is proposed to be made to the investors as per the particulars and the price specified above.
- ii) Kinds of Securities offered and the price at which security being offered: Equity Shares at INR 10 per Share at a premium of INR 636.75/-.
- iii) Basis and Justification of the Price (Including Premium, if any) at which offer or invitation is being made: As above
- iv) Name and address of valuer who performed valuation: As above
- v) Amount which the Company intends to raise by way of such Securities: As per resolution
 - a) Material terms of raising of such securities: The equity shares to be offered, issued, and allotted shall rank pari passu with the existing shares of the company.
 - b) Proposed time schedule: valid for a period of 12 months
 - c) Purposes or objects of offer: as per point (i) above.
 - d) Contribution being made by promoter or directors either as part of offer or separately in furtherance of objects: No contribution from the promoters or Directors
 - e) Principle terms of assets charged as securities, the proposed amount to be raised through such offer - Not applicable,

A copy of preferential offer cum application letter along with all other relevant documents in relation to the issue of Equity Shares will be available for inspection by the members

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at the registered office of the company from 10:00 a.m. to 5:00 p.m. up to the date of this extraordinary general meeting and also available at venue on the date of the meeting.

The Board of Directors proposes to the members to pass the aforesaid special resolution at **Item #2 of the Notice as Special Resolution** under Section 42 read with Section 62 of the Companies Act, 2013 to enable the Board to issue and allot equity Shares through private placement.

None of the directors, key managerial personnel or their relatives is concerned or interested in the aforesaid resolution except to the extent of their shareholding in the Company.

ITEM#3: REVISION IN THE REMUNERATION OF MR. JASDEEP SINGH, DIRECTOR & GROUP CHIEF EXECUTIVE OFFICER

The Board of Directors in its Meeting held on October 22, 2020 had approved an amount of INR 2,50,00,000/- (INR Two Crore Fifty Lakh only) as annual remuneration to Mr. Jasdeep Singh, Director and Group CEO for a period of three years with effect from 01.04.2021. The same was also approved by the Members of the Company vide passing Special resolution at the Annual General Meeting held on September 28th, 2021.

Pursuant to the powers granted to the Board of Directors vide special resolution passed at the annual general meeting held on September 28, 2021, the Board has revised the remuneration within limits permissible under Companies Act, 2013 for Mr. Jasdeep Singh from time to time and the details of which are given below –

FY 2022-23	INR 2,86,28,484/-
FY 2023-24	INR 3,06,32,532/-

Pursuant to the recommendation of the Nomination and Remuneration Committee at their meeting held on February 22, 2024, the Board of Directors, in their meeting held on February 22, 2024 has approved for the payment of additional compensation of INR 93,67,468/- with effect from March 01, 2024, in addition to the sum of INR 7,50,00,000/- which was already paid after taking necessary approvals from Members during FY 2023-24 as one-time payment to Mr. Jasdeep Singh

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in appreciation of his efforts towards the consummation of the investment process in excess of the original remuneration of INR 3,06,32,532/- already fixed to Mr. Jasdeep Singh, Director and group Chief Executive Officer.

A. SALARY:

Salary and Allowances	Revised
Particulars	Per Annum (Rs.)
Basic	9,76,175
Conveyance	3,52,567
HRA	5,24,856
LTA	10,000
Special allowance	2,83,480
Gross	21,47,078
Flexi Gross	20,200
Total Gross	21,67,278
PF Contribution (Employer)	1,17,141
Gratuity	46,954
Group Medical Insurance	1,960
Monthly Cost to Company (Fixed CTC)	23,33,333
A) Annual Fixed CTC	2,80,00,000
B) Annual Variable	1,20,00,000
C) Total CTC=Annual Fixed CTC (A) + Annual Variable (B)	4,00,00,000
D) Other Allowances paid during the year (one-time)	7,50,00,000
E) Total Pay for the FY 23-24 (C+D)	11,50,00,000

Note:

- Contribution to the Provident Fund (12% of Basic salary). -Yes
- Coverage under Group Medclaim Policy (Self and Dependents – Parents, Spouse, Two Children). -Yes
- Coverage under Group Personal Accident Policy (24 hours). -Yes
- Gratuity as per Company Policy.-Yes
- Leave encashment as per the rules of the Company.-Yes

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B. Minimum Remuneration

Notwithstanding anything herein above stated, where in any financial year, during the tenure of Mr. Jasdeep Singh as Director and CEO, 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.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Particulars	Mr. Jasdeep Singh
Date of Birth	23/08/1977
Date of first appointment on Board	19/10/2020
Qualification	Bachelor in Hotel Management and MBA
Experience (years)	23 Years
Remuneration sought to be paid	Rs. 10,56,32,532/- + additional compensation of INR 93,67,468/-
Last drawn remuneration	INR 2,86,28,484
Shareholding in the Company	Nil
Relationship with other Directors, Managers / KMPs	No relation
Number of meetings of the Board attended during the year	12
Other Directorships	Director in the following companies:- 1) Ramkrishna Care Medical Sciences Private Limited 2) Ganga Care Hospital Limited 3) Convenient Hospitals Limited 4) Heart Care Institute and Research Centre (Indore) Pvt Ltd 5) United CIIGMA Institute of Medical Sciences Private Limited 6) CIIGMA Institute of Medical Sciences Private Limited

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	7) United CIIGMA Hospitals Healthcare Private Limited 8) Quality Care Health Services India Private Limited 9) Quality Care Jharsuguda Private Limited
Memberships / Chairmanships of committees of other Boards	1) Ramkrishna Care Medical Sciences Private Limited- Member – Nomination & Remuneration committee 2) Ganga Care Hospital Limited - Member – Nomination & Remuneration committee 3) United CIIGMA Institute of Medical Sciences Private Limited - Member – Nomination & Remuneration committee 4) United CIIGMA Institute of Medical Sciences Private Limited - Member – Operating committee

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.

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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 07th 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 03rd December, 1999.

(2) Date of commencement of commercial production:

The Company has commenced commercial operations in 1992

(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:

(Rs. in Million)

Particulars	FY 22-23	FY 22-21	FY 20-21
Net sales	10,401.38	10,223.07	8,141.13
Profit before tax and exceptional items	839.41	1161.83	390.65
Profit / (Loss) after tax	373.13	1055.25	606.70

(5) Investments or collaborators, if any:

The Company has not entered into any foreign collaboration. 73.60% of the total paid up share capital of the Company is held by BCP ASIA II TOPCO IV PTE.LTD and 24.53 held by Centella Mauritius Holdings Limited.

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II. INFORMATION ABOUT THE DIRECTOR:

A) Jasdeep Singh

(1) Background details

Jasdeep Singh is Group Chief Executive officer of Quality Care India Limited. He brings more than 23 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.

(2) Past remuneration

Sl. No.	Company	Year	Last drawn remuneration
1	Quality Care India Limited	FY 2022-23	INR 2,86,28,484

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

He was 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 23 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.

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- 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 2023-24 is total base pay of Rs. 4,00,00,000/- plus already paid additional compensation (one-time) of INR 7,50,00,000/- 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.

(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.

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 February 22, 2024.

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

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REGISTERED OFFICE

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CORPORATE OFFICE

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

The Board recommends the resolution set forth in Item No. 3 for the approval of members by way of a **Special Resolution**.

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

Date: 22.02.2024

Place: Hyderabad


Gayathri Chandramouleswaran

Company Secretary

M. no. : 41863

PAN: AQSPC2418C



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