

## **NOTICE**

**NOTICE** is hereby given that the **26<sup>th</sup> (Twenty-Sixth)** Annual General Meeting of the Company will be held on Thursday, the 26<sup>th</sup> day of September, 2024 at 10:30 A.M through Video Conferencing (VC)/Other Audio-Visual means (OAVM) facility at Ramkrishna Care Hospital, Aurobindo Enclave, Pachpedhi Naka Dhamtari Road, Raipur – 492 001 (Chhattisgarh) of the Company to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements i.e., the Balance Sheet, the Statement of Profit & Loss Account and Cash flow statement of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Reports of the Auditors' and Directors' Report thereon.
2. To reappoint Dr. Abbas Wasi Naqvi (DIN: 06994601), as a director, who retires by rotation and being eligible, offers his candidature for re-appointment.
3. To reappoint Dr. Pankaj Dhabalia (DIN: 02630645), as a director, who retires by rotation and being eligible, offers his candidature 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), and recommended by the Board of Directors in their meeting dated August 21, 2024, the consent of the members by way of Ordinary Resolution be and is hereby accorded for the appointment of Cost Auditors, M/s. Nageswara Rao & Co, Cost Accountants having Firm Registration No: 000332, to conduct the audit of the cost records of the Company for the Financial year ending 31 March 2025, who shall be paid a remuneration of Rs. 25,000/- (Rupees Twenty-Five thousand) 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.”

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**5. To appoint Ms. Ayshwarya Ravi Vikram (DIN: 08153649) as a Director of the Company**

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

**“RESOLVED THAT** Ms. Ayshwarya Ravi Vikram (DIN: 08153649) who was appointed as an Additional Director of the Company w.e.f. 21<sup>st</sup> November, 2023 by the Board of Directors in terms of Section 161(1) and other applicable provisions of the Companies Act 2013, if any, and pursuant to the provisions of Articles of Association of the Company, and who holds such office until conclusion of the General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying the intention to propose Ms. Ayshwarya Ravi Vikram (DIN: 08153649), as a candidate for the office of Director of the Company be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

**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”.

**6. To appoint Mr. Vijay Sushilkumar Sethi (DIN: 10391869) as a Director of the Company**

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

**“RESOLVED THAT** Mr. Vijay Sushilkumar Sethi (DIN: 10391869) who was appointed as an Additional Director of the Company w.e.f. 12<sup>th</sup> January, 2024 by the Board of Directors in terms of Section 161 and other applicable provisions of the Companies Act 2013, if any, and pursuant to the provisions of Articles of Association of the Company, and who holds such office until conclusion of the General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying the intention to propose Mr. Vijay Sushilkumar Sethi (DIN: 10391869), as a candidate for the office of Director of the Company be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

**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”.


**7. To appoint Mr. Varun Shadilal Khanna (DIN: 03584124) as a Director of the Company**

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

**“RESOLVED THAT** Mr. Varun Shadilal Khanna (DIN: 03584124) who was appointed as an Additional Director of the Company w.e.f. 29<sup>th</sup> May, 2024 by the Board of Directors in terms of Section 161 and other applicable provisions of the Companies Act 2013, if any, and pursuant to the provisions of Articles of Association of the Company, and who holds such office until conclusion of the General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying the intention to propose Mr. Varun Shadilal Khanna (DIN: 03584124), as a candidate for the office of Director of the Company be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

**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”.

**For and on behalf of the Board of  
Ramkrishna Care Medical Sciences Private Limited**

  
**Mr. Jasdeep Singh**  
Director  
DIN: 02705303



**Date: 21.08.2024**  
**Place: Hyderabad**

**Email: jasdeep.singh@carehospitals.com**

**Notes:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to Special Business to be transacted at Annual General Meeting is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its 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. 21/2021 dated 8.12.2021, General circular no. 2/2022 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 Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members till **30<sup>th</sup> September, 2024**. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars and relevant circulars and other applicable provisions, the AGM of the Company is being held through VC / OAVM. The proceedings of the Annual General Meeting will be deemed to be conducted at the registered office of the Company at 9/284, Budhapara, Raipur - 492 001, Chhattisgarh, India.
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 Financial Statements are requested 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 entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes. Institutional / Corporate Shareholders are

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iii) Click **Join**

In case of any technical difficulties write to - [cs.office@carehospitals.com](mailto:cs.office@carehospitals.com) or [udaykumar.bellapu@carehospitals.com](mailto: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](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 and this statement shall be considered the compliance of Secretarial Standard-2

## **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.25,000/- (Rupees 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 2025.

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 2025.

None of the Directors/Key Managerial Personnel/their relatives are, 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**

Board appointed Ms. Ayshwarya Ravi Vikram (DIN: 08153649) as an Additional Director of the Company with effect from 21<sup>st</sup> November, 2023, and she holds the office till ensuing Annual General Meeting.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from Member(s) proposing her candidature.

Other than Director as mentioned herein above, being appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution(s)

Your Board recommends the resolution set forth in the item no. 5 of the Notice for approval of the members.

### **Item No. 6**

Board appointed Mr. Vijay Sushilkumar Sethi (DIN: 10391869) as an Additional Director of the Company with effect from 12<sup>th</sup> January, 2024, and he holds the office till ensuing Annual General Meeting.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from Member(s) proposing his candidature.

Other than Director as mentioned herein above, being appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution(s)

Your Board recommends the resolution set forth in the item no. 6 of the Notice for approval of the members.

**Item No. 7**

Board appointed Mr. Varun Shadilal Khanna (DIN: 03584124) as an Additional Director of the Company with effect from 29th May, 2024, and he holds the office till ensuing Annual General Meeting.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing from Member(s) proposing his candidature.

Other than Director's as mentioned herein above, being appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution(s)

Your Board recommends the resolution set forth in the item no. 7 of the Notice for approval of the members.

By order of the Board  
For **Ramkrishna Care Medical Sciences Private Limited**

  
**Mr. Jasdeep Singh**  
Director

DIN: 02705303

Email: [jasdeep.singh@carehospitals.com](mailto:jasdeep.singh@carehospitals.com)



**Date: 21.08.2024**

**Place: Hyderabad**