

## **NOTICE**

Notice is hereby given that the 23<sup>rd</sup> (Twenty Third) Annual General Meeting of the Company will be held on Monday, the 27<sup>th</sup> day of September, 2021 at 11:30 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 Balance Sheet as at 31<sup>st</sup> March 2021 and Statement of Profit & Loss account of the Company for the year ended on that date together with the Report of the Auditors' and Directors' Report 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. Massimiliano Colella (DIN: 08729468), 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.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.”

**5. To Appoint Mr. Jasdeep Singh (DIN: 02705303) as a Director**

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

**“RESOLVED THAT** 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 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 his intention to propose Mr. Jasdeep Singh (DIN: 02705303), 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 Dr. Nikhil Mathur (DIN: 08974712) as a Director**

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

**“RESOLVED THAT** Dr. Nikhil Mathur (DIN: 08974712) who was appointed as an Additional Director of the Company w.e.f. 30<sup>th</sup> November, 2020 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 his intention to propose Dr. Nikhil Mathur (DIN: 08974712), 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. Kewal Kundanlal Handa (DIN: 00056826) as a Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and 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. Kewal Kundanlal Handa (DIN: 00056826) who was appointed as an Additional Director in capacity of Additional Director (Independent) for a period of 5 years by the Board of Directors in its meeting held on 23<sup>rd</sup> March, 2021, pursuant to Section 161 of the Act and as recommended by the Board of Directors and whose term of office expires at this Annual General Meeting who meets the criteria for Independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 consecutive years, whose period of office will not be liable to retirement 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”.

**8. To Appoint Ms. Ekta Bahl (DIN: 01437166) as a Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and 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, Ms. Ekta Bahl (DIN: 01437166) who was appointed as an Additional Director in capacity of Additional Director (Independent) for a period of 5 years by the Board of Directors in its meeting held on 23<sup>rd</sup> March, 2021, pursuant to Section 161 of the Act and as recommended by the Board of Directors and whose term of office expires at this Annual General Meeting who meets the criteria for Independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 consecutive years, whose period of office will not be liable to retirement 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”.

**9. To Appoint Mr. Rajeev Chourey (DIN: 09255301) as a Director**

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

**“RESOLVED THAT** Mr. Rajeev Chourey (DIN: 09255301) who was appointed as an Additional Director of the Company w.e.f. 31<sup>st</sup> July, 2021 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 his intention to propose Mr. Rajeev Chourey (DIN: 09255301), 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**

**For Ramkrishna Care Medical Sciences Private Limited**

**Date: 23.08.2021  
Place: Hyderabad**



**Mr. Jasdeep Singh  
Director & Group CEO  
DIN: 02705303**



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 its 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 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)

8. Members holding shares in physical 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 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:** Ramkrishna Care Annual General Meeting 2021

**Time:** Sep 27, 2021 11:30 AM India

**Join Zoom Meeting**

[https://us02web.zoom.us/j/82926727701?pwd=RzIGNEZGZm1kSnF6K1VNaWhiRW\\_FHZz09](https://us02web.zoom.us/j/82926727701?pwd=RzIGNEZGZm1kSnF6K1VNaWhiRW_FHZz09)

**Meeting ID:** 829 2672 7701

**Passcode:** 935841

**One tap mobile**

0008000505050,,82926727701#,,,,\*935841# India Toll-free

0008000401530,,82926727701#,,,,\*935841# India Toll-free

**Dial by your location**

000 800 050 5050 India Toll-free

000 800 040 1530 India Toll-free

800 035 704 239 The United Arab Emirates Toll-free

800 035 704 555 The United Arab Emirates Toll-free

800 0491 0899 The United Arab Emirates Toll-free

**RAMKRISHNA CARE HOSPITALS**

Pachpedi Naka, Dhamtari Road, Raipur, Chhattisgarh - 492001

T: (0771)-6165656 | F: (0771)-4004037 | E: [info@ramkrishnacarehospitals.com](mailto:info@ramkrishnacarehospitals.com) | W: [ramkrishnacarehospitals.com](http://ramkrishnacarehospitals.com)

**REGISTERED OFFICE**

# 9/284, Budhapara, Raipur, Chhattisgarh - 492001

T: (0771)-6165656 | F: (0771)-4004037

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**CORPORATE OFFICE**

H.No. 8-2-120/86/10, 1st Floor, Kohinoor building, Road No. 27 Banjara hills, Hyderabad -500 034, Telangana

T : (040)-61806565 | E: [info@carehospitals.com](mailto:info@carehospitals.com) | W: [carehospitals.com](http://carehospitals.com)

**Meeting ID:** 829 2672 7701

**Passcode:** 935841

Find your local number: <https://us02web.zoom.us/j/82926727701>

**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: 829 2672 7701

Passcode: 935841

iii) Click **Join**

In case of any technical difficulties write to -

[venkateswarlu.dadagopu@carehospitals.com](mailto:venkateswarlu.dadagopu@carehospitals.com); or [irfan.baig@carefamily.in](mailto:irfan.baig@carefamily.in);

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.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 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 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 & 6

Board appointed Mr. Jasdeep Singh (DIN: 02705303) as an Additional Director of the Company with effect from 19<sup>th</sup> October, 2020, Dr. Nikhil Mathur (DIN: 08974712) as an Additional Director of the Company with effect from 30<sup>th</sup> November, 2020 and they hold 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 their candidature.

Other than Director's as mentioned herein above, being appointees, 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 and 6 of the Notice for approval of the members.

#### Item No.7

Mr. Kewal Kundanlal Handa, (DIN: 00056826) was appointed as Non-Executive Additional Director (Independent) by the Board of Directors of your Company at their meeting held on 23<sup>rd</sup> March, 2021, for a period of 5 years and he holds the office till ensuing Annual General Meeting.

Based on the recommendation received from the Nomination & Remuneration Committee and the Board of Directors it is proposed to appoint Mr. Kewal Kundanlal Handa as an Independent Non-executive Director of the Company in terms of Section 149 read with Section 152 of the Companies Act, 2013 to hold the office for a period of 5 consecutive years commencing from 23<sup>rd</sup> March, 2021 and who is not liable to retire by rotation.

#### Brief Profile of Mr. Kewal Kundanlal Handa

Mr. Kewal Handa serves as Non-Executive Chairman & Part-Time Non-Official Director at Union Bank of India. He had been the Non-Executive Chairman at Union Bank of India since July 6, 2017. Mr. Kewal Handa is Chairman at Clariant Chemicals (India) Ltd., Chief Executive Officer at The Third Eye Kreative Films LLP, Committee Member at Confederation of Indian Industry, a Member at Bombay Chamber of Commerce & Industry, a Member at Institute of Co Secretaries of India, a Member at The Institute of Cost & Works Accountants of India and President at Bombay Management Association.

He is on the Board of Directors at Greaves Cotton Ltd., ING Vysya Bank Ltd., Mukta Arts Ltd., Organisation of Pharmaceutical Producers of India, Salus Lifecare Pvt Ltd. and Indian Institute of Management.

Mr. Handa was previously employed as Executive Director & Managing Director by Wyeth Ltd. (India), Independent Non-Executive Director by Alfa Laval (India) Ltd., Chief Executive Officer, Executive Director & MD by Pfizer India Ltd., and Chairman by Medybiz Pharma Pvt Ltd.

Mr. Handa received his graduate degree from Sydenham College.

Other than Director as mentioned 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.

#### **RAMKRISHNA CARE HOSPITALS**

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#### Item No.8

Ms. Ekta Bahl, (DIN: 01437166) was appointed as Non-Executive Additional Director (Independent) by the Board of Directors of your Company at their meeting held on 23<sup>rd</sup> March, 2021, for a period of 5 years and she holds the office till ensuing Annual General Meeting.

Based on the recommendation received from the Nomination & Remuneration Committee and the Board of Directors it is proposed to appoint Ms. Ekta Bahl as an Independent Non-executive Director of the Company in terms of Section 149 read with Section 152 of the Companies Act, 2013 to hold the office for a period of 5 consecutive years commencing from 23<sup>rd</sup> March, 2021 and who is not liable to retire by rotation.

#### Brief Profile of Ms. Ekta Bahl

Ms. Ekta Bahl is a Partner with Samvad Partners and is the Partner-in-Charge of the Hyderabad office of the Firm. She is a corporate commercial lawyer who has significant experience in corporate restructuring, insolvency, private equity and M&A. She has substantial industry-specific experience in the areas of healthcare and life sciences, information technology, and infrastructure (with special emphasis on road and power sectors). She has also provided legal assistance to various social sector enterprises and start-ups.

Ms. Ekta completed her law from the National Law School of India University, Bengaluru in the year 1997 Ekta acts as an expert external advisor and committee member in relation to anti-harassment issues at the workplace under the Prevention of Sexual Harassment Act, 2013. She also regularly undertakes training programmes and workshops not just in the context of Prevention of Sexual Harassment Act, 2013 but also on conflict management and the role of Human Resources in conflict management in the workplace, for both members of the Internal Complaints Committee, the Senior Management, the Human Resource teams as well as for employees.

Other than Director as mentioned 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.8 of the Notice for approval of the members.

**Item No.9**

Board appointed Mr. Rajeev Chourey (DIN: 09255301) as an Additional Director of the Company with effect from 31<sup>st</sup> July, 2021, 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 appointees, 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. 9 of the Notice for approval of the members.

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



**Mr. Jasdeep Singh**  
Director & Group CEO  
DIN: 02705303

**Date: 23.08.2021**  
**Place: Hyderabad**

**RAMKRISHNA CARE MEDICAL SCIENCES PRIVATE LIMITED**

**CIN: U85110CT1998PTC013035**

**evercare group**

**RAMKRISHNA CARE HOSPITALS**

Pachpedi Naka, Dhamtari Road, Raipur, Chhattisgarh - 492001

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