

**RAMKRISHNA CARE MEDICAL SCIENCES PRIVATE LIMITED**

**Regd. Office:** 9/284, Budhapara, Raipur – 492 001, Chhattisgarh, India;

**CIN:** U85110CT1998PTC013035

**Email id:** cs.office@carehospitals.com; [info@ramkrishnacarehospitals.com](mailto:info@ramkrishnacarehospitals.com)

**Contact No:** 0771-3003300, 0771-3060500 **Website:** [www.carehospitals.com](http://www.carehospitals.com);

**NOTICE**

NOTICE is hereby given that the 24<sup>th</sup> (Twenty-Fourth) Annual General Meeting of the Company will be held on Wednesday, the 28<sup>th</sup> day of September, 2022 at 11:45 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 including the Balance Sheet as at 31<sup>st</sup> March 2022 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. Jasdeep Singh (DIN: 02705303), as a director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint Dr. Nikhil Mathur (DIN: 08974712), 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 2023, 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.”

**5. Re-Appointment of Dr. Sandeep Dave (DIN: 01665185) as Managing Director of the Company**

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

**“RESOLVED THAT** in accordance with 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 pursuant to the Articles of Association of the Company and subject to any other approval as may be required, the consent of the members of the Company be and is here accorded for re-appointment of Dr. Sandeep Dave (DIN: 01665185) as the Managing Director of the Company, for a period of five years with effect from 8<sup>th</sup> November, 2022 to 7<sup>th</sup> November, 2027 with a remuneration of amount not exceeding Rs. 60,00,000/- p.a. (Rupees Sixty Lakhs Only) per annum comprising of fixed and variable components as given herein below with and as per the terms and conditions as set out in the explanatory statement annexed hereto -

- Rs.42 Lakhs p.a. as fixed remuneration and
- Rs. 18 Lakhs p.a. which shall be linked to the delivery on KRA as approved by the Board from time to time

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the remuneration as may be agreed by the Board of Directors and Dr. Sandeep Dave.

**RESOLVED FURTHER THAT** subject to the approval/opinion of the Central Government, if applicable and in compliance of any other applicable statutory provisions Dr. Sandeep Dave (possessing prescribed qualifications) will be paid in addition to the above, professional fee by the Company for consultation and any other service (being service rendered in professional nature) provided by him to a patient which is only a part of the professional fee collected for such consultation / procedure by the Hospital on his behalf from each patient by way of monthly/quarterly/Annual fee or by way of commission on the fees collected to whom consultation was provided or on whom a procedure was carried on.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby severally authorized to digitally sign, authenticate, and file online, all statutory form(s), return(s), application(s), other document(s) and paper(s) as required under the provisions of the Act, and the rules made there under with the Ministry of Corporate Affairs and to do all such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that

may be required, on behalf of the company and generally to do all such acts, deeds and things that may be necessary proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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



**Date: 22.08.2022**  
**Place: Hyderabad**

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

**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. 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 and General circular no. 2/2022 dated 05.05.2022 (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. 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 annual accounts 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 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 2022

**Time:** Sep 28, 2022 11:45 AM India

**Join Zoom Meeting**

<https://us02web.zoom.us/j/85229940599?pwd=VEJGZkgzcjhDMGYyekphMnM4WTdxdz09>

**Meeting ID:** 852 2994 0599

**Passcode:** 025061

**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: 852 2994 0599

Passcode: 025061

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.

## **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 2023.

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 2023.

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 :**

Dr. Sandeep Dave (DIN: 01665185) was reappointed as the Managing Director of the Company for a period of five years with effect from 8<sup>th</sup> November 2017 after obtaining due approval of the members of the Company in their Extra-Ordinary General Meeting held on 10<sup>th</sup> January, 2018. Accordingly, the present term of Dr. Sandeep Dave comes to an end on 7<sup>th</sup> November, 2022.

The Board, in its meeting held on 22<sup>nd</sup> August, 2022, has approved the re-appointment of Dr. Sandeep Dave as the Managing Director of the Company for a further period of five years after his current tenure ends on 7<sup>th</sup> November, 2022. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

#### **A. SALARY: -**

- Rs.42 Lakhs p.a. as fixed remuneration and
- Rs. 18 Lakhs p.a which shall be linked to the delivery on KRA as approved by the Board from time to time

#### **Note:**

1. Health insurance premium as applicable
2. Reimbursement of fuel charges at actuals
3. Reimbursement of any other expense on production of bills.
4. Other perquisites as per company policy

## **B. Minimum Remuneration**

Notwithstanding anything herein above stated, where in any financial year, during the tenure of Dr. Sandeep Dave as Managing Director, the Company incurs a loss or its profits are inadequate, Dr. Sandeep Dave 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.

No Director, Key Managerial Personnel or their relatives, except Dr. Sandeep Dave, 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 July 13, 2022.

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

Dr. Sandeep Dave is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the Company.

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>Dr. Sandeep Dave</b>  |
|---|--|
| <b>Date of Birth</b>                                      | 23 <sup>rd</sup> June, 1962  |
| <b>Date of first appointment on Board</b>                 | 10/05/2007   |
| <b>Qualification</b>                                      | MBBS, MS, FIAGES, FAMS   |
| <b>Experience (years)</b>                                 | 26+  |
| <b>Remuneration sought to be paid</b>                     | - Rs.42 Lakhs p.a. as fixed remuneration and<br>- Rs. 18 Lakhs p.a which shall be linked to the delivery on KRA as approved by the Board from time to time |
| <b>Last drawn remuneration</b>                            | - Rs.42 Lakhs p.a. as fixed remuneration and<br>- Rs. 18 Lakhs p.a which shall be linked to the delivery on KRA as approved by the Board from time to time |
| <b>Shareholding in the Company</b>                        | 419583 Equity shares   |
| <b>Relationship with other Directors, Managers / KMPs</b> | Dr. Samidha Dave- Spouse   |



|   |   |
|---|---|
| <b>Number of meetings of the Board attended during the year</b> | 4   |
| <b>Other Directorships</b>                                      | Nil   |
| <b>Memberships /Chairmanships of committees of other Boards</b> | Memberships – Corporate Social Responsibility Committee |

**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 incorporated as a Private limited company under the name and style of Ramkrishna Care Medical Sciences Private Limited in the State of Chhattisgarh on 23/08/1998 vide Corporate Identity Number U85110CT1998PTC013035.

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

The Company has commenced commercial operations from August 1998 onwards.

**(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 2021-2022     | FY 2020-21 | FY 2019-20 |
| Net sales                               | 2,179.48         | 1,740.51   | 1,682.48   |
| Profit before tax and exceptional items | 190.12           | 45.32      | 103.23     |
| Profit / (Loss) after tax               | 146.46           | 29.94      | 67.88      |

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

The Company has not entered into any foreign collaboration, 56.34% of the entire paid up share capital of the Company is held by Quality Care India Limited, the holding company.

**II. INFORMATION ABOUT THE APPOINTEE:**

**A) Dr. Sandeep Dave**

**(1) Background details**

Dr. Sandeep Dave is a specialized in Gastroenterology – Surgical, General Surgery and holding enormous experience of more than 26years. He has performed more than 16000 operations pertaining to Conventional Surgery and 28000 operations pertaining to Laparoscopic Surgery. His educational qualification includes MBBS, MS (General Surgery), FIAGES, FAMS.

Further, he holds fellowship in following institutions.

- Founder Member - Association of Minimal Access Surgeons of India.
- Life Member - Indian Association of Gastrointestinal Endo – Surgeons.
- Life Member – The Association of Surgeons of India.
- Life Member – Hernia Society of India.
- Fellowship – KNUH Advanced GI Laparoscopic Surgery, Daegu, Korea.
- Fellowship (FIAGES) – India - 2007

He is the Founder & Managing Director of Ramkrishna Care Medical Sciences Private Limited, Raipur since 1998 Onwards.

**Past remuneration –**

- Rs.42 Lakhs p.a. as fixed remuneration and
- Rs. 18 Lakhs p.a which shall be linked to the delivery on KRA as approved by the Board from time to time

**(2) Recognition or awards**

- Hon'ble Shri Ajit Jogi, Chief Minister of Chhattisgarh.
- Mukti Samman – Mukti Shradhhanjali, Raipur.
- Indian Medical Association - Dr. B.C. Roy Award.
- Lions Club of Raipur West.

**(3) Job profile and his suitability**

He has been appointed as Managing Director of the Company and is responsible for management of day to day affairs and overall operations of the Company and has substantial powers of the management under supervision and control of the Board of Directors.

Dr. Sandeep Dave has been associated with the Company since 1998 and has contributed a great value in the growth and success of the Company with his rich expertise in the industry where the Company operates. His continued association would be of immense benefit to the Company and it is desirable to continue to avail of the services of Dr. Sandeep Dave as the Managing Director.

**(4) Remuneration proposed**

Total remuneration paid during the FY 21-22 is Rs. 60,00,000/- and the remuneration proposed to be paid for the FY 2022-23 is total pay of Rs.60,00,000/- plus perquisites and benefits as detailed above in the explanatory statement.

**(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**

The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the Managing Director.

**(6) 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- NA**

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 Dr. Sandeep Dave and therefore recommended for approval of the resolution(s) contained therein.

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

**Date: 22.08.2022**  
**Place: Hyderabad**

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

