

UNITED CIIGMA INSTITUTE OF MEDICAL SCIENCES PRIVATE LIMITED

CIN: U74120MH2011PTC213136

Registered office address: Plot No 6 & 7, Survey No 10, Shahanoorwadi,
Dargah Road, Aurangabad, Maharashtra, India – 431005, Tel 0240-2366666, 6676666
Email: cs.office@carehospitals.com, Website: www.ciigmagroup.org

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting of the members of **United Ciigma Institute of Medical Sciences Private Limited (“Company”)** will be held on Thursday, 26th September, 2024 at 11:00 A.M. through Video Conferencing (VC)/Other Audio Visual means (OAVM) facility at the Registered Office of the Company situated at Plot No 6 & 7, Survey No 10, Shahanoorwadi, Dargah Road, Aurangabad, Maharashtra, India – 431005 to transact the following business:

ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the audited financial statements i.e., Balance Sheet, the Statement of Profit & Loss account and cash flow statement of the Company for the financial year ended 31st March, 2024 and the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Dr. Unmesh Vidyadhar Takalkar (DIN: 01578381), who retires by rotation and being eligible, offers his candidature for re-appointment.
3. To appoint a Director in place of Mr. Mahadevan Narayanamoni (DIN: 07128788), who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS(ES):

4. To Appoint Mr. Tejas Deepak Naphade (DIN: 10219144) as a Director of the Company.

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

“RESOLVED THAT Mr. Tejas Deepak Naphade (DIN: 10219144) who was appointed as an Additional Director of the Company w.e.f. November 17, 2023 by the Board of Directors in terms of Section 161 and other applicable provisions of the Companies Act 2013, (including any statutory modifications or re-enactments thereof) and other applicable provisions of Articles of Association of the Company, and who holds such office upto this Annual General Meeting, be and is hereby appointed as 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.”

5. To Appoint Mr. Varun Shadilal Khanna (DIN: 09255301) as a Director of the Company.

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

“RESOLVED THAT Mr. Varun Shadilal Khanna (DIN: 09255301) who was appointed as an Additional Director of the Company w.e.f. May 29, 2024 by the Board of Directors in terms of Section 161 and other applicable provisions of the Companies Act 2013, (including any statutory modifications or re-enactments thereof) and other applicable provisions of Articles of Association of the Company, and who holds such office upto this Annual General Meeting, be and is hereby appointed as 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 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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies(Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Cost Auditors M/s. Nageswara Rao & Co., Cost Accountants having Firm Registration No: 000332, appointed by the Board of Directors on the recommendation of Audit Committee as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2024-25 amounting to Rs 25,000/- (Rupees Twenty Five Thousand Only) Per Annum plus applicable taxes and out of pocket expenses at actual in connection with the aforesaid audit, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the 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.”

Date: 21-08-2024
Place: Hyderabad

For and on behalf of Board of Directors


Jasdeep Singh
Director & Group CEO
DIN: 02705303
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 i.e., Item No. 4,5 and 6 to be transacted at Annual 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. 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 (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 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 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 Plot No 6 & 7, Survey No 10, Shahanoorwadi, Dargah Road, Aurangabad, Maharashtra, India – 431005.
3. 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.
4. **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.**
5. 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.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) 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 AGM on its behalf and to vote pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs.office@carehospitals.com
7. 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
8. 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 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.

Zoom Link:

Topic: UCIMSPL- Annual General Meeting 2024

Time: September 26, 2024 at 11:00 A.M, India

Join Zoom Meeting

<https://us02web.zoom.us/j/86070344278?pwd=iI73gDKJY8CuF9SLa9bp8xpF1F7fmz.1>

Meeting ID: 860 7034 4278

Passcode: 242630

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 and type

Meeting ID: 860 7034 4278

Passcode: 242630

iii) Click **Join**

In case of any technical difficulties write to - udaykumar.bellapu@carehospitals.com; or cs.office@carehospitals.com;

9. 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.
10. 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
11. All shareholders attending the AGM will have the option to post their comments/queries through a dedicated chat box, which will be made available.
12. The Annual Report of the Company including the Notice convening the AGM circulated to the members of the Company will be available on the Company's website at <https://www.carehospitals.com/annual-reports>
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**Explanatory Statement
(Under Section 102(1) of the Companies Act, 2013)**

Item No. 4 & 5:

The Board appointed Mr. Tejas Deepak Naphade (DIN: 10219144) and Mr. Varun Shadilal Khanna (DIN: 03584124) as an Additional Directors of the Company with effect from November 17, 2023 and May 29, 2024 respectively, 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. 4 & 5 of the Notice for approval of the members. by way of an **Ordinary Resolution**.

Item No. 6:

The Board of Directors, on the recommendation of Audit Committee, at its meeting held on August 21, 2024, approved the appointment of M/s. Nageswara Rao & Co. (Firm Registration Number- 000332), as Cost Auditor, to conduct the audit of cost records of the Company for the financial year 2024-25 at a remuneration of 25,000/- (Rupees Twenty Five Thousand Only) per annum plus applicable taxes and out of pocket expenses at actuals

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company at a general meeting. Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditor for the financial year 2024-25.

None of the Directors / Key Managerial Personnel / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Board recommends the resolution set forth in the item no.6 of the Notice for approval of the Members by way of **Ordinary Resolution**.

For and on behalf of Board of Directors


Jasdeep Singh
Director & Group CEO
DIN: 02705303
Email: jasdeep.singh@carehospitals.com



Date: 21-08-2024
Place: Hyderabad