

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the members of **United Ciigma Institute of Medical Sciences Private Limited ("Company")** will be held on Tuesday, 26th September, 2023 at 11:20 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, 2023 and the Reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Dr. Manisha Unmesh Takalkar (DIN: 01091099), who retires by rotation and being eligible, offers her candidature for re-appointment.

SPECIAL BUSINESS(ES):

3. To Ratify the Remuneration Payable to Cost Auditors for the FY 2022-23:

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 2023-24 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.”

4. Appointment of Dr. Unmesh Vidyadhar Takalkar (DIN: 01578381) as Managing Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and 188 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 subject to any other approval as may be required if any, the consent of the members of the Company be and is hereby accorded for the appointment of Dr. Unmesh Vidyadhar Takalkar (DIN: 01578381) as the Managing Director of the Company, for a period of 5 Years with effect from January 20, 2023 to January 19, 2028 with a remuneration of an amount not exceeding Rs.50,00,000/- Per Annum (Rupees Fifty Lakh Only) Per Annum w.e.f. July 01, 2023, as recommended by the Nomination and Remuneration Committee and Board and Directors as per terms & conditions as mutually agreed between the Company and the Managing Director.

RESOLVED FURTHER THAT in accordance with the provisions of Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 including any statutory modifications) thereto or re-enactment thereof for the time being in force) and other applicable statutory provisions if any, Dr. Unmesh Vidyadhar Takalkar, will be paid in addition to the above, a professional fee upto a revenue share of 17% of total IP & OP revenue generated by Dr. Unmesh and his team (which shall include Dr. Umesh Kulkarni, Dr. Vinit Kahalekar & Dr. Shruti Toshniwal), subject to applicable taxes and paid net of taxes by the Company, which shall be considered for pay out calculation, provided by him and his team on their 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 cross consultation, cross procedures and implant revenue be excluded while considering pay out calculation, any cost or payments made to Dr. Unmesh Takalkar's team by the Company are subject to deduction from the payouts referred above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the remuneration as recommended by the Nomination and Remuneration Committee and may be agreed by the Board of Directors and Dr. Unmesh Vidyadhar Takalkar.

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."

5. Appointment of Ms. Ekta Bahl (DIN: 01437166) as an Independent 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 January 20, 2023, pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and 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.”

6. Appointment Mr. Kewal Kundanlal Handa (DIN: 00056826) as an Independent 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 on March 23, 2023, pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and 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.”

Date: 21-08-2023
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. 3,4,5 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, 2023. 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 2023

Time: 11:20 A.M, India

Join Zoom Meeting

<https://us02web.zoom.us/j/85464621651?pwd=d1ozRnc1NUg2NkxOK3l6UCsyRHA3Zz09>

Meeting ID: 854 6462 1651

Passcode: 368044

Find your local number: <https://us02web.zoom.us/u/kbklIFONUG>

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: 854 6462 1651

Passcode: 368044

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 3:

The Board of Directors, on the recommendation of Audit Committee, at its meeting held on August 21, 2023, 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 2023-24 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 2023-24.

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.3 of the Notice for approval of the Members.

Item No. 4:

The Board, in its meeting held on 20th January, 2023, has proposed the appointment of Dr. Unmesh Vidyadhar Takalkar (DIN: 01578381) as the Managing Director of the Company, pursuant to the Share Holder's Agreement (SHA) and Share Subscription and Share Purchase Agreement (SPA) executed dated June 10, 2022 and amendments there under, read with the provisions of Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, Company was required to appoint a Managing Director of the Company. In this regard, the Board has taken the decision to appoint Dr. Unmesh Vidyadhar Takalkar as Managing Director of the Company subject to the approval of the shareholders for a period of five years w.e.f. 20th January, 2023. The Company has received from Dr. Unmesh Vidyadhar Takalkar (i) Consent to act as a Director & Key Managerial Personnel (KMP) in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act. Further, on the recommendation of the NRC, the Board at its meeting, approved the terms and conditions of Dr. Unmesh Vidyadhar Takalkar appointment, subject to approval of the Members:

A. Salary: -

- Rs.50,00,000/- (Rupees Fifty Lakh Only) Per Annum as fixed remuneration.

B. Professional Fee:

The Company agrees to pay a revenue share of 17% of total IP & OP revenue generated by Dr. Unmesh and his team (which shall include Dr. Umesh Kulkarni, Dr. Vinit Kahalekar & Dr. Shruti Toshniwal), which shall be considered for pay out calculation. Further any cross consultation, cross procedures and implant revenue shall be excluded while considering pay out calculation. Dr. Unmesh will be responsible for completely bearing the cost of his team and in case the cost for Dr. Unmesh's team is paid by UCIMS, then the same will be deducted from Dr. Unmesh's payouts. All payouts will be subject to deduction of applicable taxes.

Minimum Remuneration:

Notwithstanding anything herein above stated, where in any financial year, during the tenure of Dr. Unmesh Vidyadhar Takalkar as Managing Director, the Company incurs a loss or its profits are inadequate, Dr. Unmesh Vidyadhar Takalkar 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. Unmesh Vidyadhar Takalkar, to whom the resolution relates, is interested or concerned in the resolution.

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

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

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:

Particulars	Dr. Unmesh Vidyadhar Takalkar
Date of Birth	03/10/1966
Date of first appointment on Board	07/02/2011
Qualification	M.S. (Gen. Surg.), M.E.D.S FUICC (Switzerland), FAIS, FIAGES, FACG, FASGE, AGAF, MSSAT (USA)
Experience (years)	31 years
Remuneration sought to be paid	Rs.4,16,666/- Per Month (Rupees Four Lakh Sixteen Thousand Six Hundred and Sixty Six Only)
Last drawn remuneration	Rs. 2,00,000/- Per month upto June 30, 2023.
Shareholding in the Company	1,18,73,941 Equity shares
Relationship with other Directors, Managers / KMPs	Dr. Manisha Takalkar- Spouse
Number of meetings of the Board	13

attended during the year	
Other Directorships	3 (Three) - United CIIGMA Hospitals Healthcare Private Limited - CIIGMA Institute Of Medical Sciences Private Limited - CIIGMA Health Foundation
Memberships /Chairmanships of committees of other Boards	Nil

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 United Ciigma Institute Of Medical Sciences Private Limited in the State of Maharashtra on 07/02/2011 vide Corporate Identity Number U74120MH2011PTC213136.

(2) Date of commencement of commercial production:

The Company has commenced commercial operations from July 2011 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

UNITED CIIGMA INSTITUTE OF MEDICAL SCIENCES PRIVATE LIMITED

CIN: U74120MH2011PTC213136

evercare group

CARE CIIGMA Hospitals: Plot No. 6 & 7, Survey No. 10, Shahanoorwadi, Dargah Road, Aurangabad, Maharashtra - 431 005, India
Tel: 0240 2366 666, 6676 666

Registered Office: Plot No. 6 & 7, Survey No. 10, Shahanoorwadi, Dargah Road, Aurangabad-431 005, Maharashtra, India.
Corporate Office: #8-2-120/86/10, 1st Floor, Kohinoor Building, Road No. 2, Banjara Hills, Hyderabad - 500 034 Telangana, India



E: cs.office@carehospitals.com
W: www.carehospitals.com

(4) Financial performance based on given indicators:

Past financial performance:

Particulars	(Rs. in Million)		
	FY 2021-22	FY 2020-21	FY 2019-20
Net sales	1,224	962	946
Profit before tax and exceptional items	183	51	66
Profit / (Loss) after tax	125	45	49

(5) Investments or collaborators, if any:

The Company has not entered into any foreign collaboration, 76% 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. Unmesh Vidyadhar Takalkar

(1) Background details

Dr. Unmesh Vidyadhar Takalkar, is a specialized in Gastroenterology, Cancer, General & Endoscopic Surgeon holding enormous experience of more than 31 years. He has performed more than 40,000 General and Onco Surgeries and performed more than 50,000 Endoscopic Procedures. His educational qualification includes M.S. (Gen. Surg.), M.E.D.S FUICC (Switzerland), FAIS, FIAGES, FACG, FASGE, AGAF, MSSAT (USA). Further, he holds fellowship in following institutions.

- Fellow, American Society for Gastrointestinal Endoscopy (ASGE, USA)
- Fellow, Union of International Cancer Control (UICC, Switzerland)
- Fellow, The Society for Surgery of Alimentary Tract (SSAT, USA)
- Fellow, American Gastroenterological Association
- Member, American College of Gastroenterology
- Member, Society of American Gastrointestinal Endoscopic Surgeons (SAGES)
- Member, European Society for Gastrointestinal Endoscopy
- Member, European Digestive Surgery
- Fellow, Association of Surgeons of India (FAIS)
- Fellow, Indian Association of Gastrointestinal Endo Surgeons
- Member, Indian Society of Gastroenterology
- Member, Association of Colon & Rectal Surgeons of India
- Member, Society of Endoscopic and Laproscopic Surgeons of India
- Member, Association of Surgical Oncology, India
- Member, Indian Cancer Society
- Member, Indian Academy of Human Reproduction
- Member, National Association for Voluntary Sterilization and Family Welfare of India
- Member, Indian Red Cross Society

- Member, Aurangabad Surgical Society

He is the Founder & Director of United Ciigma Institute Of Medical Sciences Private Limited, Aurangabad since 2011 Onwards.

Past remuneration – Rs. 2,00,000/- Per Month From January 01, 2023 to June 30, 2023.

(2) Recognition or awards

- Jeevan Gaurav Puraskar for initiating the work on organ retrieval and transplant in Marathwada region
- AIIMS Fest Memorial Prize, Palnitkar Memorial Prize, Darak Prize & Shirish Patel
- Memorial Prize for I rank in MBBS
- Two Silver Jubilee Memorial Prizes for I rank in Biochemistry & Physiology
- AIIMS Fest Memorial Prize for Pharmacology and FMT
- Silver Jubilee Prize for I rank in 2nd MBBS
- Bhogaonkar Prize, Khose Prize & Silver Jubilee Prize for I rank in 3rd MBBS
- Dr. Kalpana Bardapurkar Gold Medal for Surgery
- Gopichand Nagori Prize
- Scientific Conference Fund Prize
- Pfizer Postgraduate Award and Gold Medal
- AIIMS Fest Memorial Prize for Ophthalmology and Surgery
- Topper in Surgery in MS

(3) Job profile and his suitability

He has been appointed as 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. Unmesh Vidyadhar Takalkar has been associated with the Company since 2011 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. Unmesh Vidyadhar Takalkar as the Managing Director.

(4) Remuneration proposed

- Salary: - Rs.50,00,000/- (Rupees Fifty Lakh Only) Per Annum as fixed remuneration.

Professional Fee: The Company agrees to pay a revenue share of 17% of total IP & OP revenue generated by Dr. Unmesh and his team (which shall include Dr. Umesh Kulkarni, Dr. Vinit Kahalekar & Dr. Shruti Toshniwal), which shall be considered for pay out calculation. Further any cross consultation, cross procedures and implant revenue shall be excluded while considering pay out calculation. Dr. Unmesh will be responsible for completely bearing the cost of his team and in case the cost for Dr. Unmesh's team is paid by UCIMS, then the same will be deducted from Dr. Unmesh's payouts. All payouts will be subject to deduction of applicable taxes.

- (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. Unmesh Vidyadhar Takalkar and therefore recommended for approval of the resolution(s) contained therein.

The Board recommends the resolution set forth in Item No. 4 for the approval of members by way of an **Ordinary Resolution**.

Item No. 5:

Ms. Ekta Bahl (DIN: 01437166), was appointed as Non-Executive Additional Director (Independent) by the Board of Directors of your Company in the Board meeting held on January 20, 2023, for a period of 5 years and he holds the office till ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee and Board of Director of the Company, 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 January 20, 2023 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).

The Board recommends the resolution set forth in Item No. 5 for the approval of members by way of an **Ordinary Resolution**.

Item No. 6:

Mr. Kewal Kundanlal Handa (DIN: 00056826), was appointed as Non-Executive Additional Director (Independent) by the Board of Directors of your Company by passing Circular resolution on March 23, 2023, for a period of 5 years and he holds the office till ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee and Board of Director, 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 March 23, 2023 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 Company Secretaries of India, a Member at The Institute of Cost & Works Accountants of India and President at Bombay Management Association.

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).

The Board recommends the resolution set forth in Item No. 6 for the approval of members by way of an **Ordinary Resolution**.

For and on behalf of Board of Directors

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



Date: 21-08-2023
Place: Hyderabad