

ASSAM HOSPITALS LIMITED

Regd. Office: "Lotus Tower", G.S. Road, Guwahati- 781 005
Phone:0361-2347700-07, 7135005
Email: drashishmalakar@internationalhosp.com
CIN: U85110AS1997PLC004987, Website: www. internationalhosp.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ASSAM HOSPITALS LIMITED WILL BE HELD AT 11:30 A.M., ON SATURDAY, THE 30TH DAY OF JULY 2016 AT HOTEL PRAGATI MANOR, G S. ROAD, DISPUR, GUWAHATI - 781005 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31 March, 2016, including the Audited Balance Sheet as at 31st March 2016 and statement of Profit and Loss for the year ended on that date along with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Satyamrit Kagti, (holding DIN No. 00360854, who retires by rotation and being eligible, offers himself for re appointment.
3. To re-appoint Mr. Bijoyananda Choudhury (holding DIN No. 00367297), who retires by rotation and being eligible, offers himself for re appointment.
4. To re-appoint the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules, M/s. S. Viswanathan LLP, (FRN/004770S/S200025), Chartered Accountants, Chennai, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS :

5. **Appointment of Manager/Chief Executive Officer (CEO) :**

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

"RESOLVED THAT in pursuance of Section 2(18), 2(53) Section 196, 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its approval for reappointment of Dr. Ashish Malakar as Manager/Chief Executive Officer of the Company for a period of another one year with effect from 1st April 2016 on the terms and conditions including remuneration as set out in the Explanatory statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred as "the Board" which term shall be deemed to include any committee of the Board to exercise its powers, including powers conferred by this resolution) to alter and vary terms and conditions of the said appointment including remuneration, subject to the condition that the aggregate of the remuneration, perquisites/ benefits as applicable, payable to Dr. Ashish Malakar shall be within the limits prescribed

under the Companies Act , 2013 and rules there under including any amendment thereto from time to time."

"Resolved further that the Board be and is hereby authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For Assam Hospitals Ltd.

Sd/- (Dr. Ashish Malakar)
Chief Executive Officer

Place : Guwahati
Date : 19th May 2016

Registered Office:

"Lotus Tower", G.S. Road, Guwahati- 781 005
CIN : U85110AS1997PLC004987
Tel No : 0361-2347700-07, 7135005
Email : drashishmalakar@internationalhosp.com
Website: www.internationalhosp.com.

NOTES :

- (A) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (B) The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (C) Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
- (D) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 (corresponding to 173(2) of the Companies Act, 1956), in respect of the special business under item No. 5 is annexed hereto.
- (E) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
- (F) Members who wish to obtain information on the Financial Statements for the year ended 31 March, 2016, may send their queries at least seven days before the AGM to the General Manager (Finance) at the registered office of the Company.
- (G) In terms of the provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. In terms of provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the Company or to the said Fund after the said transfer.
- (H) Members who have neither received nor en-cashed their dividend warrant(s) for the financial years 2008-09, are requested to write to the Company, mentioning the relevant Folio number, for issuance of duplicate/revalidated dividend warrant(s).
- (I) **Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
- (J) **Members are also requested to promptly notify in writing any changes in their address/bank account details/email ids and mobile numbers to the Company at "Lotus Tower", G.S. Road, Guwahati- 781 005.**
- (K) **Section 72 of the Companies Act, 2013 provides for Nomination by the shareholders of the Company in the prescribed forms. Members are advised to make nomination in respect of their shareholding in the Company.**
- (L) Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is mandatory.

(M) Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended in the Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No. 5 : Appointment of Manager/Chief Executive Officer (CEO) :

At the 16th Annual General Meeting of the Company held on 28th September 2013, the Members had approved the appointment of Dr. Ashish Malakar as Manager & Chief Executive Officer of the Company for a period of 3 years with effect from 1st April 2013.

The Board of Directors of the Company at its meeting held on 12th March 2016, had approved re-appointment of Dr. Ashish Malakar as Manager & Chief Executive Officer of the Company for a further period of one year with effect from April 2016 on the existing terms as detailed Herein.

1) Tenure

The appointment of Dr. Ashish Malakar as Manager & Chief Executive Officer shall be for a period of one year from 1st April 2016.

2) Remuneration

Dr. Malakar shall, during the continuance of his engagement, receive Rs. 2,30,000/- (Rupees Two Lacs Thirty Thousand) per month as remuneration with liberty to the Board of Directors (hereinafter referred as "the Board") to alter and vary terms and conditions of the said appointment.

3. Overall Remuneration:

The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act for the time being in force.

In the event of loss or inadequacy of profits in any financial year during the tenure of services of the Managing Director & CEO, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Schedule V of the Companies Act, 2013.

Brief Profile and job responsibilities of Dr. Ashish Malakar is as follows:

Dr Ashish Malakar is an MD in medicine and holds a degree in Hospital Management from IIMR with 13 years of experience in the health industry. Prior to joining the Hospital, he was serving as head of Marwari Hospitals, Guwahati. He has also served Max Hospital, New Delhi as Medical Superintendent. His job responsibilities inter-alia shall be as follows :

1. Dr. Malakar shall subject to the superintendence, control and direction of the Board shall perform such duties and functions as would be commensurate with his position as Chief Executive Officer of the Company and as may be delegated to him by the Board from time to time and shall be inter-alia responsible for the following:
 - a) Day-to-day Management of the business and affairs of the Company;
 - b) Long Term Strategy for business development;
 - c) Be part of Expansion projects, technical collaborations and joint ventures in collaboration with Committee/ Board of Directors
 - d) New business that the Company may enter;
 - e) Any other responsibility which may be given by the Board from time to time;
2. Dr. Malakar shall exercise such powers that are entrusted to him, as its constituted attorney under the articles of association of the Company and/or by its Board, either alone or jointly with any other person(s) as the Board may determine from time to time.

3. Dr. Malakar shall comply with the directions given by the Board of Directors and shall also observe the Code of Conduct and other Policies and Regulations framed and /or adopted by the Company from time to time.

As on March 31, 2016, Dr Ashish Malakar does not hold any securities in the Company.

Your Board recommends the Ordinary Resolution as detailed in Item no. 6, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives except Dr. Malakar, are in any way concerned or interested in this resolution.

By order of the Board
For Assam Hospitals Ltd.

Sd/- (Dr. Ashish Malakar)
Chief Executive Officer

Place : Guwahati
Date : 19th May 2016

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