

ASSAM HOSPITALS LIMITED

Regd. Office: "Lotus Tower", G.S. Road, Guwahati- 781 005

Phone:0361-2347700-07, 7135005

Email: cs@apollohospitalsguwahati.com

CIN: U85110AS1997PLC004987, Website: www.apollohospitalsguwahati.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21st ANNUAL GENERAL MEETING OF THE MEMBERS OF ASSAM HOSPITALS LIMITED WILL BE HELD AT 12:00 NOON ON SATURDAY, 4TH AUGUST 2018 AT HOTEL PRAGATI MENOR, 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 31st March, 2018, including the Audited Balance Sheet as at 31st March 2018 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 declare Dividend of Rs 0.60/- per Equity share of Rs 10/ - each for the financial year ended March 31, 2018.
3. To re-appoint Mr. Bijoyananda Choudhury (DIN : 00367297), who retires by rotation and being eligible, offers himself for re appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, 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), the Company hereby ratifies the appointment of M/s. S. Viswanathan LLP,(FRN/004770S/S200025), Chartered Accountants, Chennai, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus taxes as applicable and reimbursement of out-of pocket expenses in connection with the audit, as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS :

5. **Appointment of Mr. Ganesan Venkatraman as an Independent Director :**

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 Sections 149,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ganesan Venkatraman (DIN: 00010063), who was appointed as an Additional Director of the Company with effect from 28th March 2018, and whose term expires at this AGM, and in respect of whom the company has received a notice in writing along with a

deposit from a member proposing his candidature for the office of Independent Director not liable to retire by rotation, be and is hereby appointed as Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 28th March 2018."

6. **Appointment of Mr. Kamalesh Chandra Choudhury as an Independent Director :**

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 Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kamalesh Chandra Choudhury (DIN: 08126356), who was appointed as an Additional Director of the Company with effect from 9th May 2018 and whose term expires at this AGM, and in respect of whom the company has received a notice in writing along with a deposit from a member proposing his candidature for the office of Independent Director not liable to retire by rotation, be and is hereby appointed as Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 9th May 2018."

7. **Appointment of Mr. Ravichandran Kannabiran as Director :**

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ravichandran Kannabiran (DIN: : 07975161) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 23rd December 2017 and who holds office as such up to the date of this Annual General Meeting, and in respect of whom the company has received a notice in writing from a member along with a deposit under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. **Appointment of Mr. Sarat Kumar Jain as Director :**

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 152 and other applicable provisions, if any of the Companies Act 2013 and rules there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sarat Kumar Jain (DIN 00762254), in respect of whom the Company has received a notice in writing from a member along with a deposit under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation"

9. **Ratification of Cost Auditors' remuneration :**

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

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 0.65 lacs plus applicable taxes and out-of-pocket expenses payable to M/s Manash R & Associates, Cost Accountants (Firm's Registration No. 100975) who have been

appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2018."

By order of the Board
For Assam Hospitals Ltd.

Place : Guwahati
Date : 11th May 2018

Sd/- Dr. Ashish Malakar
Chief Executive Officer

Registered Office:

"Lotus Tower", G.S. Road, Guwahati- 781 005
CIN : U85110AS1997PLC004987
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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 Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 28th July 2018 to Saturday, 4th August 2018 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the dividend for 2018.
- (C) 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. Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.
- (D) 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.
- (E) Members are requested to bring their copy of the Annual Report to the AGM.
- (F) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business under item Nos. 5 to 9 is annexed hereto.
- (G) 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. except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.

- (H) Members who wish to obtain information on the Financial Statements for the year ended 31st March, 2018, may send their queries at least seven days before the AGM to the Chief Financial Officer at the registered office of the Company.
- (I) In terms of the provisions of Section 124 of the Companies Act, 2013, 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, no claim shall lie against the Company after the said transfer. Please note that Section 124(6) of the Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall also be transferred to the IEPF. Hence, it is in the shareholders' interest to claim any un-cashed dividends and for future dividends, opt for Electronic Credit of dividend so that dividends paid by the Company are credited to the investor's account on time
- (J) Members who have neither received nor en-cashed their dividend warrant(s) for the financial years 2009-10, are requested to write to the Company, mentioning the relevant Folio number, for issuance of duplicate/revalidated dividend warrant(s).
- (K) 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.
- (L) 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.
- (M) 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.
- (N) 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.
- (O) 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 and 6 :

The Company in compliance with the requirement of section 149 of the Companies Act 2013, appointed Mr. G. Venkatraman and Mr. Kamalesh Chandra Choudhury as Independent Directors of the Company.

Mr. G. Venkatraman and Mr. Kamalesh Chandra Choudhury, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, both the directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors. Accordingly, the Board recommends the resolution in relation to appointment of Mr. G.Venkatraman and Mr. K.C. Choudhury, as Independent Directors, for approval by the shareholders of the Company.

Except Mr. G.Venkatraman and Mr. K.C. Choudhury, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 5 & 6 of the Notice.

Item No 7:

Mr. Ravichandran Kannabiran was appointed as an Additional Director on the Board of the Company with effect from 23rd December 2017 to hold office up to the date of the Annual General Meeting. Mr. Ravichandran is also V.P. Projects of Apollo Hospitals Enterprise Limited, Chennai and played a key role in cementing the transaction agreements between Apollo and Assam Hospitals Ltd.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Ravichandran as a Director of the Company.

Mr. Ravichandran is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Ravichandran, in any way, concerned or interested in the said resolution. The resolution as set out in item no. 7 of this Notice is accordingly recommended for your approval.

Item No 8:

Mr. Sarat Kumar Jain is among one of the promoters of the Company and served the Board of Assam Hospitals Limited as director for many years. Mr. Sarat Kumar Jain is renowned businessman and is currently the CMD of SM Group. With Mr. Satyamrit Kagti, Director, on completion of his present term resolving not to offer himself for re-appointment at the ensuing AGM, the promoters group unanimously suggested the name of Mr. Jain as new director into the Board of Company, liable to retire by rotation.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Jain as a Director of the Company.

Mr. Jain is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Jain, in any way, concerned or interested in the said resolution. The resolution as set out in item no. 8 of this Notice is accordingly recommended for your approval.

Item No 9:

Ratification of Cost Auditors' remuneration :

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has, appointed M/s. Manash R & Associates, Cost Accountants Guwahati to audit the cost accounts of the Company for the Financial Year 2018-19 at a remuneration of Rs. 0.65 lacs (plus out of pocket expenses and applicable taxes). As required under the Companies Act, 2013, the remuneration payable to the Cost Auditors is required to be placed before the Members in a general meeting for ratification.

Accordingly, a resolution seeking Member's ratification for the remuneration payable to M/s. Manash R & Associates , Cost Auditors is included at Item No.9 of the Notice convening the Annual General Meeting

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board recommends the resolution set forth in Item No.9 for the approval of the Members.

By order of the Board
For Assam Hospitals Ltd.

Sd/- Dr. Ashish Malakar
Chief Executive Officer

Place : Guwahati
Date : 11th May 2018

Registered Office:

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