

# Notice

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ASSAM HOSPITALS LIMITED WILL BE HELD ON SATURDAY, 20TH DAY OF AUGUST, 2022 AT 11:00 A.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESSES:

## Ordinary Business

### 1. Adoption of Financial Statements along with the report of Board of Directors:

To receive, consider and adopt:

- (i) the audited standalone financial statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon, and
- (ii) the audited consolidated financial statements of the Company for the year ended March 31, 2022, together with the Report of the Auditors thereon.

### 2. Declaration of Dividend:

To declare a Dividend of ₹ 0.75 per equity share of ₹ 10/- each for the Financial Year 2021-22.

### 3. Appointment of Director retiring by rotation:

To appoint a director in place of Dr. K. Hariprasad (DIN: 02559343), who retires by rotation and being eligible, offers himself for re appointment.

## Special Business

### 4. Appointment of Dr. Tonmoy Das (DIN: 00406958) as a Director:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Tonmoy Das (DIN: 00406958) was appointed as an additional director w.e.f. 9<sup>th</sup> November 2021 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Dr. Tonmoy Das, as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

### 5. Re-appointment of Mr. G. Venkatraman (DIN: 00010063) as an Independent Director:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the nomination and remuneration committee, and that of the Board Mr. G. Venkatraman (DIN: 00010063) Independent Director, who holds office as an independent director up to March 27, 2023 be and is hereby re-appointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from March 28, 2023 upto March 27, 2028.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**6. Ratification of remuneration payable to M/s Manash R & Associates, Cost Auditors 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** 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 ₹ 0.65 Lakh (Rupees Sixty Five Thousand Only) 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 31 March, 2023.”

By Order of the Board

Sd/-

Place: Guwahati

Date: 6<sup>th</sup> May, 2022

**Rahul K. Sharma**

Company Secretary

ACS: 53381

## Notes

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 (“the Act”), in respect of the special business as set out under **Item No. 4, 5 & 6** above is annexed to hereto.
2. The relevant details as required under Secretarial Standard- 2 on General Meetings issued by The

Institute of Company Secretaries of India in respect of the Directors seeking re-appointment as set out in **Item Nos. 4 & 5** above, is annexed hereto as **Annexure-A** hereto.

3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 dated May 5, 2022 permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”), without the physical presence of the Members at a common venue.
4. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company will be held through VC/ OAVM. Hence, members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.

The procedure for joining the AGM through VC / OAVM is mentioned in this Notice.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 your Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement **with Central Depository Services (India) Limited (CDSL)** for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled

- time of the commencement of the Meeting by following the procedure mentioned in this Notice.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
  8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  9. The Register of Members and the Share Transfer books of the Company will remain closed from **Tuesday, 16th August, 2022 to Saturday, 20th August, 2022** (both days inclusive) for annual closing.
  10. 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 Attendance Slip and Proxy Form are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  11. In compliance with the aforesaid MCA Circulars dated May 12, 2020, Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participants. Those Members who will register their email address with the Company or DP after the dispatch of notice but on or before the cut-off date i.e. **Saturday, 13th August, 2022**. Members may note that the Notice and the Annual Report 2021-22 has also been uploaded on the Company's website at <https://guwahati.apollohospitals.com> and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
  12. Members seeking any information with regard to the financials or any matter to be placed at the AGM, are requested to write to the Company on or before **Saturday, 13th August, 2022** by sending an email at [manasdas@apollohospitalsguwahati.com](mailto:manasdas@apollohospitalsguwahati.com). The same will be replied by the Company suitably.
  13. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company email id: [cs@apollohospitalsguwahati.com](mailto:cs@apollohospitalsguwahati.com).
  14. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

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. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/ web form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
  15. **Nomination Facility:**

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 (appended in the Annual Report) with the Company. In respect of shares held

in dematerialized form, the nomination form may be filed with the respective Depository Participant. Members are advised to make nomination in respect of their shareholding in the Company.

#### 16. Updation of Members' Details:

- a) The Register of Members maintained in form MGT-1 as 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 at [cs@apollohospitalsguwahati.com](mailto:cs@apollohospitalsguwahati.com). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. Any member who wish to update the existing details may also use the same format to submit the revised details.
- b) Members who have not registered their email address so far are requested to provide Folio No., Name of shareholder, PAN and Email ID to [cs@apollohospitalsguwahati.com](mailto:cs@apollohospitalsguwahati.com) or may visit <https://www.integratedindia.in/emailupdation.aspx> (RTA website) and register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- c) 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 lodgment of request for these transactions, is mandatory.
- d) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-

mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the Company in case the shares are held in physical form.

#### 17. Dematerialization of Shares:

The Company has arranged demat connectivity from National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) both. The ISIN No. allotted to equity shares of Company is INE00I801016. Members are requested to convert their holding of physical shares into demat. Please note that:

- 1) No further shares can be issued by Unlisted Public Companies in physical mode;
- 2) No transfer of shares can be done in physical mode with effect from 2nd October 2018.

#### 18. Taxes on Dividend:

Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. Further, the Finance Act, 2021 has inter alia inserted the provisions of section 206AB of the Act with effect from July 1, 2021. The provisions of Section 206AB of the Act require the Company to deduct tax at higher rates from amount paid/credited to persons who have (a) not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and (b) subjected to tax deduction/collection at source in aggregate amounting to Rs. 50,000 or more in each of such two immediate previous years.

The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the Final Dividend will be paid after deducting TDS.

A Resident shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to the Company email at [cs@apollohospitalsguwahati.com](mailto:cs@apollohospitalsguwahati.com) to avail the benefit of non-deduction of tax at source or by visiting the Company's RTA website at <https://www.integratedindia.in/ExemptionFormSubmission.aspx> on or before **Saturday, 13th August, 2022**.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Further, in order to receive the dividend in a timely manner, Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service ("ECS") or any other means are requested to send scanned copies as well as hard copies of the following details/documents to the Company's email id: [cs@apollohospitalsguwahati.com](mailto:cs@apollohospitalsguwahati.com) and to the registered office address of the Company on or before **Saturday, 13th August, 2022**:

- a) a signed request letter mentioning your Name, Folio Number, complete address and following details relating to Bank Account in which the dividend is to be received:
  - i) Name and Branch of Bank and Bank Account type;
  - ii) Bank Account Number and type; and
  - iii) 11 digit IFSC Code.
- b) Self-attested copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) Self-attested copy of the PAN Card; and

- d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions to their DP regarding bank accounts in which they wish to receive dividend.

For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Bankers' cheque/demand draft to such Members, through postal or courier services. In case of any disruption of postal or courier services due to prevalence of COVID-19 in containment zones, upon normalization of such services.

## Voting through electronic means

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19. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
20. The remote e-voting period commences at **9.00 A.M. (IST) on Wednesday, 17th August, 2022** and ends at **5.00 P.M. (IST) on Friday, 19th August, 2022**. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., **Saturday, 13th August, 2022**, may cast their votes electronically. The e-voting module shall be

disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

21. The Company has appointed Mr. Narayan Sharma of M/s. Narayan Sharma & Associates, Practicing Company Secretaries (Membership No. FCS 5117) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.
22. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.
23. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on **Saturday, 13th August, 2022** ("Cut-Off Date").
24. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the Cut-off date i.e. **Saturday, 13th August, 2022**, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
25. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders** holding securities in Demat mode CDSL/NSDL is given below:

## Login method for e-Voting and joining AGM for Individual Shareholders holding shares in Demat form:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at the below website <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No.</li> </ol>

from e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

**Individual Shareholders holding securities in demat mode with NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing URL:

<https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Individual Shareholders (holding securities in demat mode) login through their Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**26. Login method for e-Voting and joining AGM for Physical Shareholders and other Non-Individual Shareholders holding in Demat form:**

Type of shareholders	Login Method
Shareholders holding shares in Physical Form	<ol style="list-style-type: none"> <li>1) The shareholders should log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a></li> <li>2) Click on “Shareholders” module.</li> <li>3) Now enter your User ID which should be the Folio Number registered with the Company.</li> <li>4) Next enter the Image Verification as displayed and Click on Login.</li> <li>5) If you are a first time user, follow the steps given below: <ul style="list-style-type: none"> <li>• Enter your 10 digit alphanumeric *PAN issued by Income Tax Department.</li> </ul> <p>*Shareholders who have not updated their PAN with the Company/ RTA are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.</p> <ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login.</li> </ul> <p>If both the details are not recorded with the company, please enter the member id / folio number in the Dividend Bank details field.</p> </li> </ol>
Non-Individual Shareholders holding in Demat form	<ol style="list-style-type: none"> <li>1) The shareholders should log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a></li> <li>2) Click on “Shareholders” module.</li> <li>3) Now enter your User ID: <ul style="list-style-type: none"> <li>• For CDSL: 16 digits beneficiary ID,</li> </ul> </li> </ol>

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID

4) Next enter the Image Verification as displayed and Click on Login.

5) If you had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first time user, follow the steps given below:

- Enter your 10 digit alphanumeric \*PAN issued by Income Tax Department.

- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository, please enter the member id in the Dividend Bank details field.

### E-voting process:

27. After entering these details appropriately, click on “SUBMIT” tab.
28. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that



company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

29. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
30. Click on the EVSN for Assam Hospitals Limited to vote.
31. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
32. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
33. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
34. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
35. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
36. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
37. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and email at [cs@apollohospitalsguwahati.com](mailto:cs@apollohospitalsguwahati.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### Instructions for Shareholders attending the AGM through VC/OAVM & e-Voting during meeting are as under

38. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
39. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

40. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
41. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
42. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
43. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
44. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN and mobile number at the email ID [cs@apollohospitalsguwahati.com](mailto:cs@apollohospitalsguwahati.com) from **Tuesday, 16th August, 2022** (9:00 a.m. IST) to **Thursday, 18th August, 2022** (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
45. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
46. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**47. SINCE SOME BROWSERS ARE NOT OPTIMISED, SHAREHOLDERS ARE REQUESTED TO DOWNLOAD CISCO WEBEX MEETINGS APP FOR BEST RESULTS IN VIEWING THE WEBINAR. IT IS AVAILABLE IN GOOGLE PLAY STORE.**

48. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800225533.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

### Item No. 4

#### To Appoint Dr. Tonmoy Das (DIN: 00406958) as a Director:

The Board of Directors of the Company at the meeting held on 9<sup>th</sup> November 2021, based on the recommendation of the Nomination & Remuneration Committee, appointed Dr. Tonmoy Das (DIN: 00406958) as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from the said date. In terms of the provisions of Section 161 of the Act, Dr. Tonmoy Das holds the office till the date of ensuing Annual General Meeting and is eligible for appointment. Notice under the provisions of Section 160 of the Act has been received from a member signifying its intention to propose the candidature of Dr. Tonmoy Das as Director of the Company.

The additional details of Dr. Tonmoy Das as required under the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure A forming part of this Notice.

The Board considers that the continued association of Dr. Tonmoy Das would be of immense benefit to the Company and it is desirable to continue to avail his services. Hence, the Board recommends the Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives other than Dr. Tonmoy Das, in any way, concerned or interested in the said resolution. The resolution as set out in Item no. 4 of this Notice is accordingly recommended for your approval.

### Item No. 5:

#### Re-appointment of Mr. G. Venkatraman (DIN: 00010063) as an Independent Director:

Mr. G. Venkatraman is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March 2018. Mr. G. Venkatraman is Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee of the Board of Directors of the Company.

He is due for retirement from the first term as an independent director on March 27, 2023.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act, an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company, and is eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

The Nomination & Remuneration Committee at its Meeting held on 6<sup>th</sup> May, 2022 after taking into account the performance evaluation of Mr. G. Venkatraman during his ongoing 1<sup>st</sup> term of five years and considering his knowledge, acumen, expertise and experience in finance matters, risk management as being key requirements for his role, has recommended to the Board that continued association of Mr. G. Venkatraman as an Independent Director would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director

Based on the recommendation of the nomination and remuneration committee, the Board, at its meeting held on May 6, 2022, has recommended the reappointment of Mr. G. Venkatraman as an independent director, not liable to retire by rotation, for a second term of five years effective March 28, 2023. In accordance with the provisions of Section 149 of the Companies Act, 2013, an independent director may hold office for two terms up to five consecutive years each.

A brief resume of Mr. G. Venkatraman containing the details as required under the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure A forming part of this Notice.

The Company has received a notice, in writing, pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. G. Venkatraman, as an Independent Director of the Company.

The Company has also received from Mr. G. Venkatraman, a declaration, in terms of Section 149 of the Act and the Rules, stating that he is qualified to be re-appointed as an Independent Director of the Company. In the opinion of the Board, Mr. G. Venkatraman fulfils the conditions specified in the Act and the Rules for re-appointment as an Independent Director and that he is independent of the Management.

A copy of the draft letter for the re-appointment of Mr. G. Venkatraman as an Independent Director, setting out the terms and conditions, would be available for inspection without any fee, by the Members at the Registered Office of the Company, during normal business hours on any working day (except Saturday, Sunday and public holidays).

The Board commends the Special Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company.

Mr. G. Venkatraman is interested in the Resolution mentioned at Item No. 5 of the Notice pertaining to his appointment. Other than Mr. G. Venkatraman, none of the other Director or Key Managerial Personnel or their relatives, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

### **Item No. 6:**

#### **Ratification of remuneration payable to M/s Manash R & Associates, Cost Auditors' of the Company**

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 2022-23 at a remuneration of Rs. 0.65 lacs (Rupees Sixty Five Thousand Only) (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. 6 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. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members.

**By Order of the Board**

Sd/-

**Rahul K. Sharma**

Company Secretary

ACS: 53381

Date: 6th May, 2022

Place: Guwahati

**Registered Office:**

"Lotus Tower", G.S. Road,

Guwahati, Assam, PIN: 781 005

CIN: U85110AS1997PLC004987

Tel No: + 91 361 2347700-07, 7135005

Email: [cs@apollohospitalsguwahati.com](mailto:cs@apollohospitalsguwahati.com)

Website: <https://guwahati.apollohospitals.com>

**Annexure-A: Details of the Directors seeking re-appointment at the 25th Annual General Meeting**  
*(In pursuance of Secretarial Standard - 2 on General Meetings)*

Name of Director	Dr. K. Hariprasad	Mr. G. Venkatraman	Dr. Tonmoy Das
DIN	02559343	00010063	00406958
Designation/ Category of Directorship	Non-Executive Director	Non-Executive Independent Director	Non-Executive Director
Date of Birth	June 13th, 1964 (57 years)	November 4th, 1944 (77 years)	March 12th, 1958 (64 years)
Date of Appointment	March 12 <sup>th</sup> , 2016	March 28th, 2018	November 9th, 2021
Expertise in specific functional areas	<p>Dr. K. Hariprasad serves as President of Hospitals Division at Apollo Hospitals Enterprise Ltd. and previously served as its Chief Executive Officer of Central Division. Dr. Hariprasad has been employed with Apollo Hospitals since the year 1999. Prior to holding the designation as aforesaid in the Company, he served as the vice president - medical of Apollo Hospitals Enterprise since 2003. He has previously served as Apollo Hospitals Enterprise Consultant Anaesthesiology and Critical Care and Director of Emergency Services. He has a total work experience of 19 years.</p>	<p>Mr Ganesan Venkatraman served with IDBI and retired as its Chief General Manager in November 2004 after 39 years of varied experience in developmental banking. He headed the Chandigarh Branch Office of IDBI and Zonal Office of IDBI for three years each. He represented IDBI on the Boards of large Corporates during the tenure of his service. Mr Ganesan Venkatraman is an independent director on the Board of Apollo Sindoori Hotels Limited and various other Apollo group companies.</p>	<p>Dr. Tonmoy Das is the founder promoter of the Company and is among the finest Nephrologists in the entire North East Region. He is currently associated with the Company as a Chief Nephrologist and Head of the Department of Nephrology. He is a member of Indian Society of Nephrology, Indian Society of Transplant, Peritoneal Dialysis Society of India, Indian Society of Hemodialysis, and International Society of Nephrology. He has also served as an Associate Professor, Department of Nephrology in the Gauhati Medical College. He has a total professional experience of 36 years.</p>
Qualifications	MBBS, MD, FCEM	He is a Graduate from University of Bombay in Economics and Post Graduate in Law from University of Bombay. He is also a Certified Associate of the Indian Institute of Banker (CAIIB).	MBBS, MD, DM (PGIMER, Chandigarh)

<b>Directorships held in other companies (excluding foreign companies)</b>	<ol style="list-style-type: none"> <li>1. HSRL Enterprises Private Limited</li> <li>2. Sapien Biosciences Private Limited</li> <li>3. Apollo Shine Foundation</li> <li>4. Kurnool Hospital Enterprises Limited</li> <li>5. Asclepius Hospitals &amp; Health Care Private Limited</li> <li>6. Apollo Rajshree Hospitals Private Limited</li> <li>7. Samudra Health Care Enterprises Limited</li> <li>8. Apollo Sugar Clinics Limited</li> <li>9. Apollo Hospitals International Limited</li> <li>10. Apokos Rehab Private Limited</li> <li>11. Medics International Lifesciences Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Apollo Sindoori Hotels Limited</li> <li>2. Apollo Hospitals International Limited</li> <li>3. Imperial Hospital and Research Centre Limited</li> <li>4. Medics International Lifesciences Limited</li> <li>5. Asclepius Hospitals &amp; Health Care Private Limited</li> </ol>	Nil
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	Nomination & Remuneration Committee	<ol style="list-style-type: none"> <li>1. Audit &amp; Risk Committee</li> <li>2. Nomination &amp; Remuneration Committee</li> </ol>	Nomination & Remuneration Committee
<b>Remuneration</b>	Sitting Fees as approved by the Board from time to time.	Sitting Fees as approved by the Board from time to time.	Sitting Fees as approved by the Board from time to time.
<b>No. of meetings of the Board attended during the year</b>	Five (5)	Five (5)	One (1)
<b>No. of shares held in the Company</b>	Nil	Nil	96,800
<b>Terms and Conditions of re-appointment</b>	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment for 2nd term of five (5) consecutive years in terms of Section 149(10) of the Companies Act, 2013.	Regularization in terms of Section 152(2) & 161 of the Companies Act, 2013