

Notice

NOTICE is hereby given that the 23rd Annual General Meeting of the members of Assam Hospitals Limited will be held on Saturday, 19th day of September, 2020 at 11:30 AM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. Adoption of Accounts along with the report of Board of Directors:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ending 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of Director retiring by rotation:

To re-appoint Mr. Kannabiran Ravichandran (DIN: 07975161), who retires by rotation and being eligible, offers himself for re appointment.

Special Business:

3. To Appoint Mrs. Atreyee Borooh Thekedath (DIN: 00795366) 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) Mrs. Atreyee Borooh Thekedath (DIN: 00795366) was appointed as an additional director w.e.f. 2nd November 2019 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 Mrs. Atreyee Borooh Thekedath 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."

4. 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, 2021.”

By Order of the Board
Sd/-
Rahul K. Sharma
Company Secretary
ACS: 53381

Place: Guwahati
Date: 16th June 2020

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. 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.
2. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 14th September, 2020 to 19th September, 2020 (both days inclusive) for annual closing.
5. 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.
6. In compliance with the aforesaid MCA Circulars dated May 12, 2020, Notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company’s website at www.apollohospitalsguwahati.com and on the website of NSDL at <https://www.evoting.nsdl.com>.
7. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business under item No. 3 & 4 is annexed hereto.
8. **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 Monday, September 14, 2020 by sending an email at manasdas@apollohospitalsguwahati.com. The same will be replied by the Company suitably.**
9. **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.

10. **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.

11. **Updation of Members' Details:**

- i. 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. 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.
- ii. 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 or may visit the RTA website <https://www.integratedindia.in/emailupdation.aspx> and register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- iii. 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.

12. **Dematerialization of Shares :**

The ministry of corporate affairs vide its notification dated 10th September 2018 has notified the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018. The rule are effective from 02.10.2018 and mandates that issue of further shares and transfer of all shares by unlisted public companies shall be in dematerialized form only. Dematerialization is the process by which a shareholder can get physical certificates converted into electronic balances.

We strongly suggest our members to get their shares dematerialized. The Assam Hospitals Limited has appointed following agency as its Registrar and Transfer Agent (RTA). "RTA" is an agent of the issuer and acts as an intermediary between the issuer and depository for providing services such as dematerialization, re-materialization, initial public offers and corporate actions.

Integrated Registry Management Services Private Limited
CIN No.U74900TN2015PTC101466
2nd Floor, "Kences Towers"

No. 1 Ramakrishna Street, North Usman Road
T Nagar, Chennai - 600 017
Phone: 044-28140801 to 28140803
Fax : 044-28142479

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 **INE001801016**.

Benefits of dematerialization of securities:

1. Elimination of risks associated with physical certificates such as loss, theft, mutilation, fraud etc.
2. Improving the corporate governance system by increasing transparency and preventing malpractices such as Benami shareholding, back dated issuance of shares, etc.
3. Exemption from payment of stamp duty on transfer.
4. Ease in transfer, pledge etc. of securities.
5. There is no risk of damage due to fire or theft or forgery.

Consequences of non-compliances:

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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM, ARE AS UNDER:

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

- f) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Soni Singh, Assistant Manager – NSDL at SoniS@nsdl.co.in / +91 22 24994559.
- g) 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, mobile number at cs@apollohospitalsguwahati.com from September 14, 2020 (9:00 a.m. IST) to September 18, 2020 (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.

VOTING THROUGH ELECTRONIC MEANS

1. 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 NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The remote e-voting period commences at 9.00 A.M. (IST) on Monday, September 14, 2020 and ends at 5.00 P.M. (IST) on Friday, September 18, 2020. During this period, Members holding shares either in physical or dematerialized form as on the Cut-Off Date i.e., Saturday, September 12, 2020, may cast their votes electronically. The e-voting module shall be disabled by NSDL 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.
3. 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.
4. 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.
5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on September 12, 2020 (“Cut-Off Date”).
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-off date i.e. September 12, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com.

GENERAL INSTRUCTIONS/ INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned above in the notice.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

OTHER INFORMATION:

- a) Corporate/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnarayansharma@gmail.com with a copy marked to evoting@nsdl.co.in.

- b) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
- c) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- d) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared.
- e) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. 19th September, 2020.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No. 3:

Appointment of Mrs. Atreyee Borooh Thekedath (DIN: 00795366) as a Director:

The Board of Directors of the Company at the meeting held on 2nd November 2019, based on the recommendation of the Nomination & Remuneration Committee, appointed Mrs. Atreyee Borooh Thekedath (DIN 00795366) 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, Mrs. Borooh 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 Mrs. Borooh as Director of the Company.

A brief profile / expertise of Mrs. Borooh is furnished herein below:

Mrs. Borooh holds a Bachelor's degree in Computer Engineering from Manipal Institute of Technology, Karnataka and a Master's Degree in Business Administration (MBA) from Central Queensland University, Australia.

After a brief stint at Hewlett Packard Pte Ltd. in Singapore, she quit to pursue entrepreneurship back home in India. Mrs. Borooh is an entrepreneur in the IT sector and is the founder of Web.Com (India) Pvt. Ltd., one of Assam's leading software development companies. Established in 1999, the company is a trusted partner to many large PSUs and government establishments in the region and abroad. Mrs. Borooh is an alumna of the prestigious Goldman Sachs 10,000 Women Program for Women Entrepreneurs. She was also one of 4 women from India nominated for the coveted Fortune/U.S. State Department Global Women's Mentoring Partnership Program in the year 2012. She has been a National Council member of CII's Young Indians for many years and has headed and successfully executed several projects. She has represented India twice in the G20 YES, first in Nice, France in November 2011 and then in Moscow in June 2013. She was also an Independent Director at Balmer Lawrie, a Mini-Ratna-I Public Sector Enterprise under the Ministry of Petroleum & Natural Gas, Government of India. She is also a

member of the Board of Governors of IIITD&M Jabalpur She was a regular Board Member of Assam Hospitals Ltd before entering into transaction agreement with AHEL.

The Board considers that the continued association of Mrs. Borooh would be of immense benefit to the Company and it is desirable to continue to avail her services. Hence, the Board recommends the Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their relatives other than Mrs. Borooh, in any way, concerned or interested in the said resolution. The resolution as set out in Item no. 3 of this Notice is accordingly recommended for your approval.

Item No. 4:

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 2020-21 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. 4 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. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

By Order of the Board

Sd/-

Rahul K. Sharma

Company Secretary

ACS: 53381

Date: 16/06/2020

Place: Guwahati

Registered Office:

"Lotus Tower", G.S. Road,

Guwahati, Assam, PIN: 781 005

CIN: U85110AS1997PLC004987

Tel No: + 91 361 2347700-07, 7135005

cs@apollohospitalsguwahati.com

Website: www.apollohospitalsguwahati.com