

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of REGENCY HOSPITAL LIMITED will be held on Friday, the 27th day of September, 2019 at 11:30 A.M. at the Registered Office of the Company at A-2, Sarvodaya Nagar, Kanpur-208005 to transact the following business:-

SPECIAL BUSINESS:

ITEM NO.1

RE-APPOINTMENT OF MR. ANIL KUMAR KHEMKA AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS.

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 any other applicable provisions of the Companies Act, 2013 (“Act”) read with Companies (Appointment & Qualification of Directors), Rules, 2014 and Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Khemka (DIN No-00270032), whose term of office expires on 29th September, 2019 and who has given his consent to act as Director and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (Five) years commencing from 30th September ,2019, not liable to retire by rotation.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable in this regard.”

ITEM NO.2

TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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 Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members be and is hereby accord to alter the Articles of Association of the Company by substituting/amending following definitions as contained in Part-B of the Article of Association of Company:

"Healthquad Letter Agreement" means the letter agreement, dated March 13, 2019, executed among the Company, the Sponsors and Healthquad;

"IFC Letter Agreement" means the letter agreement, dated March 13, 2019, executed among the Company, the Sponsors and IFC

"Investment Amount" shall have the meaning as set forth under the SHA.

"JV Companies" means any joint venture entity of the Company, formed prior to or after the date of SHA, including, without limitation, Regency Nephrocare Private Limited having its registered office at 113/104, Swaroop Nagar, Kanpur, Uttar Pradesh;

"Kois Letter Agreement" means the letter agreement, dated March 13, 2019, executed among the Company, the Sponsors and Kois

"Minimum Price" has the meaning set forth under the SHA.

"Shareholders' Agreement" or "SHA" means the agreement executed inter-alia amongst the Consortium Investors, IFC, the Company, the Sponsors and certain other shareholders of the Company (as amended from time to time);

"Target Price" has the meaning set forth under the SHA.

"Transaction Documents" means:

- (a) SHA (read with any amendment agreement(s) executed from time to time);
- (b) the IFC Subscription Agreement;
- (c) the IFC Put Option Agreement;
- (d) the IFC Letter Agreement;
- (e) the Healthquad Subscription Agreement;
- (f) the Healthquad Letter Agreement;
- (g) the Kois Subscription Agreement;
- (h) the Kois Letter Agreement;
- (i) the Consortium Investors Put Option Agreement; and
- (j) all other documents as may be required for the consummation of the transactions contemplated by the Parties hereunder and that are/may be executed in relation to or pursuant hereto;

.RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable in this regard."

Registered Office:
A-2, Sarvodaya Nagar,
Kanpur-208005

Place : Kanpur
Date : 14th September, 2019

By Order of the Board
For Regency Hospital Limited

Sd/-
(Atul Kapoor)
Managing Director
DIN No.-01449229

Notes:

1. **A member entitled to attend and vote at the Extra-Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of member not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members / proxies are requested to bring their attendance slip enclosed herewith to attend the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandate or PAN Number to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandate or PAN Number immediately to the Company / RTA.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. The route map showing directions to reach the venue of the EGM is annexed.
10. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) on the item mentioned in the notice by electronic means through e-voting services provided by M/s National Securities Depository Limited (NSDL). The e-voting shall be open from **Tuesday, September 24, 2019 (9.00 A.M.) to Thursday, September 26, 2019 (05.00 P.M.)** (Both days inclusive). Mr. S.K Sahu, prop. of M/s SKS & Company, Company Secretaries ,Company Secretary in Practice (Membership No: 5182 and CP No. 4040) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
11. The notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the RTA/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this notice will also be available on the Company’s website viz. www.regencyhealthcare.in. To support the Green initiative members who have not registered their email address are requested to update the same with RTA/Depositories.
12. As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant.

E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **Friday, September 20, 2019** being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, forthwith to the Chairman of the Company. The result of the e-voting along with the result of the poll conducted at the EGM and the Scrutinizer’s Report shall be placed on the Company’s website www.regencyhealthcare.in

immediately after results are declared by the Chairman.

PROCEDURE FOR E-VOTING

1. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for EGM. The instructions for e-voting are as under:

- (a) In case of Members receiving an e-mail from NSDL:
 - (i) Open email and open the PDF file attached to the e-mail, using your client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password.'
 - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
 - (v) Password change menu will appear. Change the Password with a new password of your choice. Please keep a note of the new password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.
 - (vi) Home page of e-voting will open. Click on e-voting –Active Voting Cycles.
 - (vii) Select 'EVEN' of Regency Hospital Limited.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an e-mail at skasco2001@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving physical copy of the Notice of EGM and Attendance slip

- (i) Initial Password will be provided in the below mentioned format attached with the Attendance slip.

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

- 2. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting user manual available in the download section of NSDL's e-voting website www.evoting.nsdl.com.
- 3. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- 4. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- 5. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
- 6. The voting rights shall be as per the number of equity share held by the member(s) as on cutoff date i.e **Friday, September 20, 2019**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- 7. The Companies (Management and Administration) Rules, 2014, as amended thereof, provides that the electronic

voting shall remain open for not less than three days and shall close at 5.00 p.m. on the date preceding the date of the general meeting. Accordingly, the voting period shall commence at 9:00 a.m. on **Tuesday, September 24, 2019** (9.00 A.M.) to **Thursday, September 26, 2019** (05.00 P.M.). The results shall be declared on or after the EGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

8. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.
9. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. **Friday, September 20, 2019**, 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.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Mr. Anil Kumar Khemka (DIN: 00270032) was appointed as a Director on the Board of the Company on March 15, 1995. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 25th Annual General Meeting held on September, 30, 2014, approved the appointment of Mr. Anil Kumar Khemka as an Independent Director of the Company for a period of 5 years up to September, 29, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Anil Kumar Khemka that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act along with declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Anil Kumar Khemka as an Independent Director of the Company commencing from September, 30, 2019 up to September, 29, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Anil Kumar Khemka fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Anil Kumar Khemka, the Board of Directors at its meeting held on September, 14, 2019 approved the continuance of office of Mr. Anil Kumar Khemka as mentioned in the resolution.

Mr. Anil Kumar Khemka being a senior finance professional, provides objective independent judgement on corporate affairs, business plans, major capital expenditures and strategic initiatives. It will be in the best interests of the Company to continue him as a Board member for further period of five years.

Mr. Anil Kumar Khemka does not hold any shares of regency Hospital Limited. He is not related to any other Directors/KMPs of the Company. He is the Chairman of Nomination & Remuneration Committee, Audit Committee, Stakeholders Relationship Committee & Corporate Social Responsibility Committee of the Company.

The Nomination & Remuneration Committee and the Board evaluated the performance Mr. Anil Kumar Khemka and rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Anil Kumar Khemka as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Anil Kumar Khemka, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the Special Resolution set out at Item No.1 of the Notice for the approval of shareholders.

Item No.2

Pursuant to the Investors Letter Agreement & Addendum to Shareholder Agreement entered into by the company with International Finance Corporation (IFC), Healthqaud Fund & Kois Holdings and other existing shareholders forming part of Promoter Group, Articles of Association of the company is required to be altered in consonance with amendment made in the Shareholders Agreement by execution of aforesaid addendum. Members may kindly note that addendum to the Shareholder Agreement was necessitated pursuant to the second tranche of investment made by Private Equity Investors in the last financial year.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Registered Office:
A-2, Sarvodaya Nagar,
Kanpur-208005

Place : Kanpur
Date : 14th September, 2019

By Order of the Board
For Regency Hospital Limited

Sd/-
(Atul Kapoor)
Managing Director
DIN No.-01449229

REGENCY HOSPITAL LIMITED**PROXY FORM**

Registered Office: A-2, Sarvodaya Nagar, Kanpur-208005 [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies e-mail: investor @regencyhealthcare.in; (Management and Administration) Rules, 2014] website: www.regencyhealthcare.in
 Ph: (91)(512)3501111 Fax: (91)(512) 2213407

Extra-ordinary General Meeting – September 27, 2019

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the company, to be held on the Friday, 27th September, 2019 at 11:30 AM. at the registered office of the Company at A-2, Sarvodaya Nagar, Kanpur - 208005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
	Special Business			
1.	RE-APPOINTMENT OF MR. ANIL KUMAR KHEMKA AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS			
2.	TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY			

Signed this _____ day of _____ 2018

Affix Revenue Stamp of not Less Than Rs. 0.15

Signature of Shareholder

Signature of first proxy holder Signature of second proxy holder

Signature of third proxy holder

Notes:

1. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes;
2. It is optional to indicate your preference. Please put a tick mark in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP

REGENCY HOSPITAL LIMITED

Registered Office: A-2, Sarvodaya Nagar, Kanpur – 208005
CIN:U85110UP1987PLC008792
e-mail: investor@regencyhealthcare.in;
website: www.regencyhealthcare.in
Ph: (91)(512)3501111 Fax: (91)(512) 2213407

Extra-ordinary General Meeting – September 27, 2019

Regd. Folio No./DP ID / Client ID/_____

No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra-ordinary General Meeting of the Company held on Friday, 27th September, 2019 at 11:30 AM. at the registered office of the Company at A-2, Sarvodaya Nagar, Kanpur – 208005.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall. Members are requested to bring their copy of Notice of EGM.

REGENCY HOSPITAL LIMITED

Registered Office: A-2, Sarvodaya Nagar, Kanpur – 208005
CIN:U85110UP1987PLC008792
e-mail:
investor@regencyhealthcare.in;
website: www.regencyhealthcare.in
Ph: (91)(512)3501111 Fax: (91)(512) 2213407

E-VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

Note: Please read the instructions given at 'Procedure for E-Voting' of the Notice of the Extra-ordinary General Meeting carefully before voting electronically.

Route Map

Regency Hospital Ltd.

