
NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of **REGENCY HOSPITAL LIMITED** will be held on Wednesday, the 27th day of November, 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:-

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a) The audited standalone financial statements of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
- b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2019.

2. To appoint a Director in place of Dr. Rashmi Kapoor (DIN: 01818323), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

SPECIAL BUSINESS:

3. Ratification of the remuneration payable to Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the reappointment of Mr. Rishi Mohan Bansal, as Cost Auditors to audit the cost records maintained by the Company for the Financial Year 2019-20 at a remuneration of Rs.27,500/- per annum (Rupees Twenty seven thousand Five Hundred only) plus GST as applicable and out of pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

A-2, Sarvodaya Nagar,
Kanpur-208005

Kanpur, 14st September, 19

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 Annual 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 members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent 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. An Explanatory 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 who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
5. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting.
6. 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.
7. 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 Annual General Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates 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 mandates immediately to the Company / RTA.
- 9. 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.**

10. The route map showing directions to reach the venue of the twenty-ninth AGM is annexed.
11. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
12. The annual financial statements of the subsidiaries of the Company are available on the website of the Company at www.regencyhealthcare.in and will be sent to the shareholder who asks for it.
13. 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 Annual General Meeting (AGM) 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 **Sunday, November 24, 2019 (9.00 A.M.) to Tuesday, November 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.
14. The notice of the AGM 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 the notice and the Annual Report 2018-19 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.
15. 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, November 22, 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 AGM 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 AGM. 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 skSCO2001@gmail.com with a copy marked to evoting@nsdl.co.in & investor@regencyhealthcare.in

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

- (i) Initial Password is provided as below in the proxy form.

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, November 22, 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 Sunday, November 24, 2019** and will end at **5:00 p.m. on Tuesday, November 26, 2019**. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
 8. The facility for voting, through ballot 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 or change it subsequently.
 10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. **Friday, November 22, 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 AGM through ballot paper.

ANNEXURE TO THE NOTICE

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

Item No. 3

The Board of Directors of the Company pursuant to the recommendation of the Audit Committee at their meeting held on 17th May, 2019 had re-appointed Mr. Rishi Mohan Bansal as the Cost Auditor to conduct the cost Audit of the Company's records for the F.Y. 2019-2020 at a remuneration of Rs.27, 500/- (Rupees Twenty Seven Thousand Five hundred only) plus Service Tax as applicable and out of pocket expenses.

The eligibility Certificate obtained from Mr. Rishi Mohan Bansal is available for inspection at the registered office of the company during all working days between 11.00 am to 1.00 pm.

The Board recommends this resolution for approval of the Members for ratification of the remuneration being paid to the Cost Auditors for the F.Y 2019-20.

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.

Registered Office:

A-2, Sarvodaya Nagar,
Kanpur-208005

**By Order of the Board,
For Regency Hospital Limited**

Kanpur, 14st September, 19

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

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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

30TH Annual General Meeting – November 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 Annual General Meeting of the company, to be held on the Wednesday, 27th November, 2019 at 11:30 A.M. 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:

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

30TH Annual General Meeting – November 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 Annual General Meeting of the Company held on Wednesday, 27th November, 2019 at 11:30 A.M. 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 AGM.

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 under the title “Procedure for E-Voting” given in the Notice of the Annual General Meeting carefully before voting electronically.

Route Map

Regency Hospital Ltd.

