

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **REGENCY HOSPITAL LIMITED** will be held on Friday, 27th Day of March, 2020 at 11:30 AM. 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 & REVISION IN THE REMUNERATION OF MANAGING DIRECTOR DR. ATUL KAPOOR

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

“RESOLVED THAT as per recommendation of Nomination & Remuneration Committee and pursuant to Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, consent of the members be and is hereby accorded to re-appoint Dr. Atul Kapoor (DIN: 01449229) as the Managing Director of the Company for a period of three years with effect from 01st April, 2020 on the following terms & conditions:-

Remuneration:

- A. **Basic Salary:** Rs.77,50,000/- (Rupees Seventy Seven Lakhs and Fifty Thousand only) per annum
- B. **Supplemental Allowance:** Rs.40,00,000/- (Rupees Forty Lacs only) per annum.
- C. **Performance Bonus/Benefit:** The Managing Director shall be paid yearly Performance Bonus/Benefit with effect from 01st April, 2020, at the following rates:-

Variable Compensation

Target	Normalized EBITDA Target Achievement	Incentive as %age of Normalized EBITDA
Less than 80% of Budget	80.0%	0.00%
Between 80% and 90% of Budget	90.0%	0.60%
Between 90% and 95% of Budget	95.0%	0.70%
Between 95% and 100% of Budget	100.0%	0.85%
Greater than Budget	125.05	0.90%

He will be entitled to 50.0% of the total variable compensation as stated above.

Notes:

1. This arrangement will be for next three years starting April 2020.
2. Increment in the fixed compensation, post three years, will be referenced to the weighted average increment of the company's overall compensation levels (ex-clinicians) and performance level of the Company. Normalized EBITDA will be calculated on the basis of audited accounts subject to any normal variations in working capital.
3. The Company, Shareholders and Investors will review the compensation structure after three years and will be objective of bringing the all inclusive compensation level to below 5.5%
4. Supplemental Allowance will include all kinds of perks except for medical insurance.
5. Variable compensation will be capped at the level of 125% of the normalized EBITDA.

The overall compensation paid to him is subject to the overall ceiling prescribed under revised Schedule V of the Companies Act, 2013

Benefits and Amenities:

In addition to the salary, allowances and Variable compensation as above, the Managing Director shall be entitled to the following Benefits and Amenities:-

- A. **Gratuity:** Up to half a month's salary for each completed year of service as per the provisions of the Indian Gratuity Act, 1972.
- B. **Leave Encashment:** As per the rules of the Company but not exceeding 15 days for every twelve months of completed service and unavailed Earned Leaves will be allowed to be encashed at the end of every calendar year. Provided, no leaves are allowed to be accumulated as per the policy of the company.

Leave here means and includes:-

1. Casual Leaves- 10 days
2. Sick Leaves- 15 days
3. Earned Leaves- 15 days

- C. **Conveyance:** The Company shall provide car with driver for discharge of official responsibilities by him.
- D. **Telephone, Telefax and other communication facilities:** The Company shall provide / reimburse expenses in respect of one or more cellular phones (with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at his residence.

RESOLVED FURTHER THAT Dr. Atul Kapoor (DIN: 01449229), Managing Director of the Company or Mr. Ajay Kumar Trivedi, Company Secretary of the Company, be and are hereby severally authorized to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO. 2. RE-APPOINTMENT & REVISION IN THE REMUNERATION OF WHOLE-TIME DIRECTOR- DR. RASHMI KAPOOR

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

“**RESOLVED THAT** as per recommendation of Nomination & Remuneration Committee and pursuant to Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, consent of the members be and is hereby accorded to re-appoint Dr. Rashmi Kapoor (DIN: 01818323) as the Whole-time Director of the Company for a period of three years with effect from 01st April, 2020 on the following terms & conditions:-

Remuneration:

- A. **Basic Salary:** Rs. 60,00,000/- (Rupees Sixty Lacs only) per annum.
- B. **Supplemental Allowance:** Rs. 24,00,000/- (Rupees Twenty Four Lacs only) per annum.
- C. **Performance Bonus/Benefit:** The Whole-time Director shall be paid yearly Performance Bonus/Benefit with effect from 01st April, 2020, at the following rates:-

Variable Compensation

Target	Normalized EBITDA Target Achievement	Incentive as %age of Normalized EBITDA
Less than 80% of Budget	80.0%	0.00%
Between 80% and 90% of Budget	90.0%	0.60%
Between 90% and 95% of Budget	95.0%	0.70%
Between 95% and 100% of Budget	100.0%	0.85%
Greater than Budget	125.05	0.90%

She will be entitled to 25.0% of the total variable compensation as stated above.

Notes:

1. This arrangement will be for next three years starting April 2020.
2. Increment in the fixed compensation, post three years, will be referenced to the weighted average increment of the company's overall compensation levels (ex-clinicians) and performance level of the Company. Normalized EBITDA will be calculated on the basis of audited accounts subject to any normal variations in working capital.
3. The Company, Shareholders and Investors will review the compensation structure after three years and will be objective of bringing the all inclusive compensation level to below 5.5%
4. Supplemental Allowance will include all kinds of perks except for medical insurance.
5. Variable compensation will be capped at the level of 125% of the normalized EBITDA.

The overall compensation paid to her is subject to the overall ceiling prescribed under revised Schedule V of the Companies Act, 2013

Benefits and Amenities:

In addition to the salary, allowances and Variable compensation as above, the Whole-time Director shall be entitled to the following Benefits and Amenities:-

- A. **Gratuity:** Up to half a month's salary for each completed year of service as per the provisions of the Indian Gratuity Act, 1972.
- B. **Leave Encashment:** As per the rules of the Company but not exceeding 15 days for every twelve months of completed service and un-availed Earned Leaves will be allowed to be encashed at the end of every calendar year. Provided, no leaves are allowed to be accumulated as per the policy of the company.

Leave here means and includes:-

1. Casual Leaves- 10 days
 2. Sick Leaves- 15 days
 3. Earned Leaves- 15 days
- C. **Conveyance:** The Company shall provide car with driver for discharge of official responsibilities by her.
 - D. **Telephone, Telefax and other communication facilities:** The Company shall provide / reimburse expenses in respect of one or more cellular phones (with handset) for her use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at her residence.

RESOLVED FURTHER THAT Dr. Atul Kapoor (DIN: 01449229), Managing Director of the Company or Mr. Ajay Kumar Trivedi, Company Secretary of the Company, be and are hereby severally authorized to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NO. 3 REVISION IN THE REMUNERATION OF SR-VICE PRESIDENT STRATEGY -MR. ABHISHEK KAPOOR

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

“RESOLVED THAT as per recommendation of Nomination & Remuneration Committee and Audit Committee and pursuant to Section 177, 178 & 188 of the Companies Act, 2013, consent of the members be and is hereby accorded to revise the remuneration of Mr. Abhishek Kapoor, Sr-Vice President Strategy of the Company with effect from 01st April, 2020 on the following terms & conditions:-

Remuneration:

- A. **Basic Salary** : Rs.48,00,000/- (Rupees Forty Eight Lakhs only) per annum.
- B. **Supplemental Allowance**: Rs.9,00,000/- (Rupees Nine Lacs only) per annum.
- C. **Performance Bonus/Benefit**: The Sr-Vice President Strategy shall be paid yearly Performance Bonus/Benefit with effect from 01st April, 2020, at the following rates:-

Variable Compensation

Target	Normalized EBITDA Target Achievement	Incentive %age as of Normalized EBITDA
Less than 80% of Budget	80.0%	0.00%
Between 80% and 90% of Budget	90.0%	0.60%
Between 90% and 95% of Budget	95.0%	0.70%
Between 95% and 100% of Budget	100.0%	0.85%
Greater than Budget	125.05	0.90%

He will be entitled to 25.0% of the total variable compensation as stated above.

Notes:

1. This arrangement will be for next three years starting April 2020.
2. Increment in the fixed compensation, post three years, will be referenced to the weighted average increment of the company's overall compensation levels (ex-clinicians) and performance level of the Company. Normalized EBITDA will be calculated on the basis of audited accounts subject to any normal variations in working capital.
3. The Company, Shareholders and Investors will review the compensation structure after three years and will be objective of bringing the all inclusive compensation level to below 5.5%
4. Supplemental Allowance will include all kinds of perks except for medical insurance.
5. Variable compensation will be capped at the level of 125% of the normalized EBITDA.

Benefits and Amenities:

In addition to the salary, allowances and variable compensation as above, the Sr-Vice President Strategy shall be entitled to the following Benefits and Amenities:-

- A. **Gratuity:** Up to half a month's salary for each completed year of service as per the provisions of the Indian Gratuity Act, 1972.
- B. **Leave Encashment:** As per the rules of the Company but not exceeding 15 days for every twelve months of completed service and unavailed Earned Leaves will be allowed to be encashed at the end of every calendar year. Provided, no leaves are allowed to be accumulated as per the policy of the company.

Leave here means and includes:-

- 1. Casual Leaves- 10 days
 - 2. Sick Leaves- 15 days
 - 3. Earned Leaves- 15 days
- C. **Conveyance:** The Company shall provide car with driver for discharge of official responsibilities by him.
 - D. **Telephone, Telefax and other communication facilities:** The Company shall provide / reimburse expenses in respect of one or more cellular phones (with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at his residence.

RESOLVED FURTHER THAT Dr. Atul Kapoor (DIN: 01449229), Managing Director of the Company or Mr. Ajay Kumar Trivedi, Company Secretary of the Company, be and are hereby severally authorized to complete all necessary formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NO. 4. CONFIRMATION & APPOINTMENT OF MR. ARUN SHRIVASTAVA (DIN: 06640892) AS A DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and section 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Articles of Association of the Company and as per recommendation of Nomination and Remuneration Committee, Mr. Arun Shrivastava (DIN: 06640892), who was appointed as an Additional Director (Non-Executive and Independent) with effect from 02nd December, 2019 on the Board of the Company and further, whose candidature proposal, from a company's member/shareholder, to be

appointed as a Director along with requisite deposit under stipulated laws has been received by the Company, be and is hereby confirmed and appointed as a Director (Non-Executive and Independent) of the Company for a term up to 03 consecutive years and not liable to retire by rotation.

Registered Office:

A-2, Sarvodaya Nagar,
Kanpur-208005
Kanpur, 06th March, 2020

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

Sd/-
(Ajay Kumar Trivedi)
Company Secretary

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, 24th March, 2020 **(9.00 A.M.) to Thursday, 26th March, 2020 (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, 20th March, 2020** 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 **skesco2001@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, 20th March, 2020**. 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, 24th March, 2020 (9.00 A.M.) to Thursday, 26th March, 2020 (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, 20th March, 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.
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.

ANNEXURE TO THE NOTICE

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

Item No. 1

Pursuant to the recommendation received from Nomination and Remuneration Committee and approval of the Board of Directors, members shall approve the re-appointment and revision in the remuneration of Dr. Atul Kapoor, Managing Director of the Company.

Dr. Atul Kapoor was appointed as Managing Director of the Company for a period of three years with effect from 01st April 2017 vide approval given by the shareholders at their meeting held on 24th March 2017 and whose tenure will expire on 31st March, 2020.

Now, in order to align his appointment with the remuneration that is being payable to him, it is proposed to hold a meeting wherein he will be re-appointed as Managing Director and his remuneration will be fixed for a period of three years with effect from 01st April 2020.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Dr. Atul Kapoor, Dr. Rashmi Kapoor and Mr. Abhishek Kapoor is concerned or interested in the proposed resolution.

The Board recommends the special resolution set out at item No.1 of the Notice for approval by the shareholders.

Item No. 2

Pursuant to the recommendation received from Nomination and Remuneration Committee and approval of the Board of Directors, members shall approve the re-appointment and revision in the remuneration of Dr. Rashmi Kapoor, Whole-Time Director of the Company.

Dr. Rashmi Kapoor was appointed as Whole-Time Director of the Company for a period of three years with effect from 01st April 2017 vide approval given by the shareholders at their meeting held on 24th March 2017 and whose tenure will expire on 31st March, 2020.

Now, in order to align her appointment with the remuneration that is being payable to her, it is proposed to hold a meeting wherein she will be re-appointed as whole-time Director and her remuneration will be fixed for a period of three years with effect from 01st April 2020.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Dr. Atul Kapoor, Dr. Rashmi Kapoor and Mr. Abhishek Kapoor is concerned or interested in the proposed resolution.

The board recommends the special resolution set out at item No. 2 of the Notice for approval by the shareholders.

Item No. 3

Pursuant to sections 178, 188 and other applicable provisions, if any of the Companies Act, 2013 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and as per recommendation of Nomination & Remuneration Committee and Audit Committee, members shall confirm and approve the Revision in the Remuneration of Mr. Abhishek Kapoor.

Last Revision in the Remuneration of Mr. Abhishek Kapoor was considered in Board meeting held on 24th Decemebr, 2016, for a period of 03 years with effect from 01st April 2017 and further, approved by the shareholders at their meeting held on 24th March 2017 and whose remuneration tenure will expire on 31st March, 2020.

Now, in context of the above i.e. in order to align his remuneration revision it is proposed to hold an extra-ordinary general meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Dr. Atul Kapoor, Dr. Rashmi Kapoor and Mr. Abhishek Kapoor is concerned or interested in the proposed resolution.

The Board recommends the ordinary resolution set out at item No. 3 of the Notice for approval by the shareholders.

Item No. 4

pursuant to the provisions of section 149, 150, 152 read with Schedule IV and section 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Articles of Association of the Company and as per the recommendation of Nomination and Remuneration Committee, members shall confirm and approve the appointment of Mr. Arun Shrivastava (DIN: 06640892) as a Director (Non-Executive and Independent) of the Company for a term up to 03 consecutive years and not liable to retire by rotation, who was appointed as an Additional Director (Non-Executive and Independent) with effect from 02nd December, 2019 on the Board of the Company and further, whose candidature proposal, from a company's member/shareholder, to be appointed as a Director along with requisite deposit under stipulated laws has been received by the Company.

Now, in context of the above i.e. in order to align his appointment's confirmation and approval as a Director (Non-Executive and Independent), it is proposed to hold an extra-ordinary general meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives is concerned or interested in the proposed resolution.

The board recommends the special resolution set out at item No. 4 of the Notice for approval by the shareholders.

Proposed Terms for Confirmation of Appointment

Term of Appointment

Confirmation of your appointment as Independent Director has been made for a term up to 01st December, 2022.

Sitting Fees & Expenses

*You will be entitled to a Sitting Fees of **Rs.30, 000.00** per Board meeting and per Audit Committee meeting **Rs. 15,000**, or as the Board may decide, and to reimbursement of expenses for your participation in the Board and Committee Meetings.*

Expectations of the Board

Besides being Independent Director on the Board of Directors, you are also member of following Committees of the Company:

1) Audit Committee

The expectations of the Board from you, being an Independent Director, are that you shall:

- 1) Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.*
- 2) Bring an objective view in the evaluation of the performance of board and management.*
- 3) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.*
- 4) Satisfy yourself on the integrity of financial information and that financial control and the systems of risk management are robust and defensible.*
- 5) Safeguard the interests of all stakeholders, particularly the minority shareholders.*
- 6) Balance the conflicting interest of the stakeholders.*
- 7) Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.*
- 8) Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.*

Fiduciary Duties:

As an Independent Director you shall:

- 1) Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company.*
- 2) Strive to attend all meetings of the Board of Directors and of the Board committees of which you are/may be a member.*
- 3) Participate constructively and actively in the committees of the Board in which you are/may be a chairperson or member.*
- 4) Strive to attend the general meetings of the company.*
- 5) Where you have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting.*
- 6) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company.*
- 7) Keep yourself well informed about the company and the external environment in which it operates.*
- 8) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company.*
- 9) Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.*
- 10) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.*
- 11) Act within your authority, assist in protecting the legitimate interests of the company, shareholders and its employees.*

Code of Business Ethics:

The Company expects that as an Independent Director you shall:

- 1) Uphold ethical standards of integrity and probity.*
- 2) Act objectively and constructively while exercising his duties.*
- 3) Exercise your responsibilities in a bona fide manner in the interest of the company.*
- 4) Devote sufficient time and attention to your professional obligations for informed and balanced decision making.*
- 5) Immediately inform the Board, where circumstances arise which make you lose your independence.*
- 6) Assist the company in implementing the best corporate governance practices.*

List of Actions not to be taken:

As an Independent Director you shall not:

- 1) *Unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.*
- 2) *Not allow any extraneous considerations that will vitiate your exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.*
- 3) *Not abuse your position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.*
- 4) *Refrain from any action that would lead to loss of your independence.*
- 5) *Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.*

Separate Meetings of Independent Directors

The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management. All the independent directors of the company shall strive to be present at such meeting. The meeting shall:

- a) *Review the performance of non-independent directors and the Board as a whole.*
- b) *Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors.*
- c) *Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.*

Registered Office:

A-2, Sarvodaya Nagar,
Kanpur-208005
Kanpur, 06th March, 2020

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

Sd/-
(Ajay Kumar Trivedi)
Company Secretary

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)3081111 **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]

Extra-ordinary General Meeting – Friday, 27th March, 2020

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 March, 2020** at 12:30 PM. 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 & revision in the remuneration of Managing Director Dr. Atul Kapoor			
2.	Re-appointment & revision in the remuneration of Whole-Time Director, Dr. Rashmi Kapoor			
3.	Revision in the remuneration of Sr-Vice President Strategy -Mr. Abhishek Kapoor			
4.	Confirmation & Appointment of Mr. Arun Shrivastava (Din: 06640892) as a Director			

Signed this _____ day of _____ 2020

Signature of Shareholder

Affix Revenue
Stamp of not
Less Than Rs.
0.15

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)3081111 **Fax:** (91)(512) 2213407

Extra-ordinary General Meeting – Friday, 27th March, 2020

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, the 27th day of March, 2020 at 12:30 P.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 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)3081111 **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.

