

**REGENCY HOSPITAL LIMITED**

**Registered Office:** A-2, Sarvodaya Nagar, Kanpur-208005, Uttar Pradesh  
**CIN :** U85110UP1987PLC008792 • **Email :** investor@regencyhealthcare.in  
**Website :** www.regencyhealthcare.in • **Ph:** 0512-3501111

**NOTICE**

NOTICE is hereby given that the 31st (Thirty First) Annual General Meeting (AGM) Regency Hospital Limited will be held on Friday, the 20 day of November, 2020 at 11:30 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at A-2, Sarvodaya Nagar- 208005, Kanpur, Uttar Pradesh shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2020, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2020 and the Report of Auditors thereon.
2. To appoint a Director in place of Dr. Atul Kapoor (DIN: 01449229), who retires by rotation at this AGM and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**Resolved that** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Walker Chandok & Co., Chartered Accountants having Firm Registration No. 001076N/N500013 be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for their second term of 5 (five) years from the conclusion this AGM till the conclusion of sixth AGM to be held in Financial Year 2024-25 at a remuneration to be mutually discussed between the Board of Directors and Statutory Auditors.

**SPECIAL BUSINESS****4. Ratification of Cost Auditor's Remuneration**

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 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31

March 2021, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

**5. Re-appointment of Dr. Atul Kapoor (DIN: 01449229) as Managing Director of the Company for a period of three (3) years and Revision in Remuneration**

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the Shareholders be and is hereby accorded for re-appointment of Dr. Atul Kapoor (DIN: 01449229) as Managing Director ("MD") of the Company for a three (3) years term commencing from 1 April 2020 till 31 March 2023, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to this Notice, including the remuneration to be paid in during his said tenure within the stipulated provisions of section 197 of the Act and with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and the MD.

**Resolved further that** the Board of Directors be and are hereby authorized to revise the remuneration of MD from time to time to the extent it may deem appropriate, provided that such revision is within the prescribed provisions of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and subject to approval of Shareholders of the Company as and when deemed appropriate.

**Resolved further that** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

**6. Re-appointment of Dr. Rashmi Kapoor (DIN: 01818323) as Whole Time Director of the Company for a period of three(3) years and Revision in Remuneration**

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the Shareholders be and is hereby accorded for re-appointment of Dr. Rashmi Kapoor (DIN: 01818323) as Whole time Director ("WTD") of the Company for a 3 (three) years term commencing from 1 April 2020 till 31 March 2023, liable to retire by rotation, upon the terms and conditions set out in the statement annexed to this Notice, including the remuneration to be paid during her said tenure within the stipulated provisions of section 197 of the Act and with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and the WTD.

**Resolved further that** the Board of Directors be and are hereby authorized to revise the remuneration of WTD from time to time to the extent it may deem appropriate, provided that such revision is within the prescribed provisions of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time and subject to approval of Shareholders of the Company as and when deemed appropriate.

**Resolved further that** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.

**7. Appointment of Mr. Abhishek Kapoor to the office/place of profit and payment of remuneration there of**

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 188 (1)(f) and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules framed under the Act (including any amendment, modification or re-enactment thereof from time to time) and based on the recommendation of Nomination and Remuneration Committee and Audit Committee and the Board of Directors accorded at their

respective meetings held on 26 September 2020, the consent of the Shareholders of the Company be and is hereby accorded to enhance the remuneration payable to Mr. Abhishek Kapoor, being relative of Dr. Atul Kapoor & Dr. Rashmi Kapoor, Managing Director and Whole time Director of the Company respectively, and holding office or place of profit in the Company as "Senior Vice-President - Strategy", from Rs.2,50,000 (Rupees Two Lakhs Fifty Thousand) to Rs.5,39,000 (Rupees Five Lakhs Thirty Nine Thousand) per month, inclusive of all basic, supplemental allowances, as applicable, as per the Company policy, effective from 1 December 2020 for a period of twenty eight (28) months and such other terms and conditions as contained in the Explanatory Statement to this Notice.

**Resolved further that** the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.

**8. Re-appointment of Mr. Rabindra Nath Mohanty (DIN:07895550) as an Independent Director for a Second Term**

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

**Resolved that** Mr. Rabindra Nath Mohanty (DIN:07895550), who was appointed as an Independent Director by the Shareholders in the AGM of the Company held in year 2017 for a term of three (3) years upto the forthcoming AGM of 2020 and who meets the criteria of Independence as provided under section 149(6) of the Companies Act (the "Act") and who is eligible for re-appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby re-appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as an Independent Director for a further period of three (3) years with effect from the date of this AGM."

**9. Appointment of Mr. Arun Shrivastava (DIN: 06640892) as an Independent Director**

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

**Resolved that** Mr. Arun Shrivastava (DIN: 06640892), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and whose term of office expires at the ensuing AGM and who meets the criteria of Independence as provided under Section 149(6) of the Act and who is eligible for appointment and is

recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a term of three (3) years with effect from the date of this AGM."

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

Kanpur, 26 September 2020

Registered Office:

A-2, Sarvodaya Nagar

Kanpur-208005, Uttar Pradesh

Company Secretary  
 Membership No: A50166

#### Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8 April 2020, Circular No.17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5 May 2020, physical attendance of the Shareholders to the AGM venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Shareholders can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 8 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated 8 April 2020, 13 April 2020 and 5

May 2020 the Company is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. The Notice calling the AGM has been uploaded on the website of the Company at <https://regencyhealthcare.in/> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8 April 2020 and MCA Circular No. 17/2020 dated 13 April 2020 and MCA Circular No. 20/2020 dated 5 May 2020.
8. The recorded transcript of the forthcoming AGM on 20 November 2020, shall also be made available on the website of the Company <https://regencyhealthcare.in/> in the Investor Relations Section, as soon as possible after the Meeting is over.
9. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID [investor@regencyhealthcare.in](mailto:investor@regencyhealthcare.in) till the date of AGM.
10. (i) Shareholders holding shares in physical form are requested to immediately intimate any change in their residential address to Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020 Registrars and Share Transfer Agent of the Company, so the change could be affected in Register of Members.  
 (ii) Shareholders who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants
11. The annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Corporate Office of the Company and copies will be made available to Shareholders upon request.
12. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. An Explanatory Statement pursuant to Section 102 of the



Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.

14. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated 8 April 2020, 13 April 2020 and 5 May 2020 the Company is providing facility for voting by electronic means for all its Shareholders to enable them to cast their vote electronically and the business may be transacted through such e-voting. A Shareholder may exercise his/her vote at the AGM by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL. The Shareholders attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Shareholders who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.
16. Members may contact Ms. Ankita Gupta, Company Secretary, for any grievances connected with electronic means at [ankitagupta@regencyhealthcare.in](mailto:ankitagupta@regencyhealthcare.in), Tel. # 0512-3501111.
17. The remote e-voting period commences on Tuesday, 17 November 2020 (9:00 A.M.) and ends on Thursday, 19 November 2020 (5:00 P.M.). Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 12 November 2020 may opt for remote e-voting and cast their vote electronically. - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting. Any person, who acquires shares of the Company and becomes Shareholder of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 12 November 2020 may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or

[investors@regencyhealthcare.com](mailto:investors@regencyhealthcare.com) by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User details/password option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)".

18. User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) - Once the vote on a Resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently or cast the vote again. - Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. - At the end of remote e-voting period, the facility shall forthwith be blocked.
19. The Board vide its Resolution passed on 26 September 2020 has appointed Mr. Surender Kumar Sahu, Practicing Company Secretary, Proprietor of M/s SKS & Company, Company Secretaries (Membership No. 5182, COP No. 4040), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company <https://regencyhealthcare.in/> and on the website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Tuesday, 17 November 2020 at 9:00 A.M. and ends at Thursday, 19 November 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

How do I vote electronically using NSDL e-Voting system?

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 below in process for those Shareholders whose email ids are not registered
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

General Guidelines for Shareholders

1. 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 [skscsco2001@gmail.com](mailto:skscsco2001@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide

Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id).

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system in the AGM.
3. Shareholders who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at investor@regencyhealthcare.com.
6. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM.

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

Kanpur, 26 September 2020

Registered Office:

A-2, Sarvodaya Nagar

Kanpur-208005, Uttar Pradesh

Company Secretary  
 Membership No: A50166

### **Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013**

#### **Item No. 4**

The Board, on the recommendation of the Audit Committee, in its Meeting held on 3 June 2020 has approved the appointment and remuneration of Mr. Rishi Mohan Bansal, Cost Accountants, (Registration No.102056), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2020-21 at a fee of Rs. 27,500 subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the Financial Year 2020-21. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is being sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 March 2021.

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. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

#### **Item No. 5 & 6**

The Board on recommendation of the Nomination and Remuneration Committee in its meeting held on 27 February 2020 had approved re-appointment of Dr. Atul Kapoor and Dr. Rashmi Kapoor as Managing Director and Whole Time Director respectively with effect from 1 April 2020 consequent to their term expiring on 31 March 2020

which was subject to approval of Shareholders to be taken by conducting Extraordinary General Meeting (EGM) within 90 days. However, due to outbreak of COVID 19 and its countrywide spread the Company was unable to conduct its EGM of Shareholders and in partial modification of Board Resolution dated 27 February 2020, the Board in its Meeting held on 3 June 2020 approved the re-appointment of both of them with effect from 1 April 2020 on the terms and conditions including remuneration as mentioned below which is now subject to approval of Shareholders in AGM of the Company. Further, the Shareholder approval is also sought for remuneration being paid to the Managing Director and Whole Time Director in excess of limits i.e. above 10% of Net Profits of the Company as prescribed under Section 197 of the Companies Act, 2013.

#### **Dr. Atul Kapoor- Managing Director**

- A. Basic Salary: Rs. 77,50,000/- (Rupees Seventy Seven Lakhs Fifty Thousand only) per annum
- B. Supplemental Allowance: Rs.44,00,000/- (Rupees Forty Four Lakhs only) per annum
- C. Performance Bonus/Benefit: The Managing Director shall be paid yearly Performance Bonus/Benefit with effect from 1 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%
Between 80% and 90% of Budget	90%	0.60%
Between 90% and 95% of Budget	95%	0.70%
Between 95% and 100% of Budget	100%	0.85%
Greater than Budget	125%	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 (3) years starting from 1 April 2020.
2. Increment in the fixed compensation, post three (3) 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 (3) 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 in accordance with the 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 un-availed Earned Leaves will be allowed to be en-cashed 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:-20 Days (subject to Maximum 15 days Earned leave can be en-cashed)

- 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 official use.

#### Dr. Rashmi Kapoor- Whole Time Director

- A. Basic Salary : Rs.66,00,000/- (Rupees Sixty Six Lakhs only) per annum
- B. Supplemental Allowance: Rs.26,40,000/- (Rupees Twenty Six Lakhs Forty Thousand 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%
Between 80% and 90% of Budget	90%	0.60%
Between 90% and 95% of Budget	95%	0.70%
Between 95% and 100% of Budget	100%	0.85%
Greater than Budget	125%	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 (3) years starting from 1 April 2020.
2. Increment in the fixed compensation, post three (3) 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 (3) 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 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 unavailed Earned Leaves will be allowed to be encased 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:-20 Days (subject to Maximum 15 days Earned leave can be en-cashed).
- 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.

Except Dr. Atul Kapoor, Dr. Rashmi Kapoor and Mr. Abhishek Kapoor, Shareholder no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 & 6 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 & 6 of the Notice for approval by the Shareholders.

#### Item No. 7

The Audit and Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 26 September 2020 subject to the approval of the Shareholders, have approved the enhancement of

remuneration payable to Mr. Abhishek Kapoor from Rs. 2,50,000 (Rupees Two Lakhs Fifty Thousand) per month to Rs.5,39,000 (Rupees Five Lakhs Thirty Nine Thousand) per month. Mr. Abhishek Kapoor, holds office or place of profit in the Company as "Senior Vice-President - Strategy", being a relative of Dr. Atul Kapoor and Dr. Rashmi Kapoor Managing Director and Whole-time

Director respectively and such increase in remuneration requires approval of the Shareholders. The increased remuneration is payable with effect from 1 December 2020. The disclosures pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are tabulated herein below:

S. No.	Particulars	Details
1.	Name of the related party	Mr. Abhishek Kapoor
2.	Name of the director or key managerial personnel who is related	Dr. Atul Kapoor, Managing Director Dr. Rashmi Kapoor, Whole Time Director
3.	Nature of relationship	Related as Son to Dr. Atul Kapoor and Dr. Rashmi Kapoor
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>a) Mr. Abhishek Kapoor was appointed as Senior Vice President - Strategy on 8 February 2017.</p> <p>b) As a part of performance appraisal of employees, his performance was evaluated, and the Nomination and Remuneration Committee, the Audit Committee and, at their respective meetings held on 26 September 2020 and the Board of Directors of the Company at their meeting held on 26 September 2020 have approved the enhancement of remuneration to Rs. 5,39,000 per month (all inclusive excluding variable component as mentioned), subject to the approval of the Shareholders of the Company at the AGM, to be effective from 1 December 2020.</p> <p>c) The Committees and the Board have reviewed the roles and responsibilities being undertaken by Mr. Abhishek Kapoor for analyzing the overall compensation and benefits to be provided to Mr. Abhishek Kapoor.</p> <p>d) Within the overall limits of remuneration as set out in the resolution, the Mr. Abhishek Kapoor shall be entitled to the allowances and perquisites and benefits as per the policies of the Company.</p>
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Not Applicable

The remuneration details proposed for Mr. Abhishek Kapoor is presented as below:

with effect from 1 December 2020, at the following rates:-

#### Remuneration:

- A. Basic Salary : Rs. 4,60,000/- (Rupees Four Lakhs Sixty Thousand only) per month.
- B. Supplemental Allowance: Rs.79,000 (Rupees Seventy Nine Thousand only) per month.
- C. Performance Bonus/Benefit: The Senior Vice President - Strategy shall be paid yearly Performance Bonus/Benefit

#### Variable Compensation

Target	Normalized EBITDA Target Achievement	Incentive as %age of Normalized EBITDA
Less than 80% of Budget	80%	0%
Between 80% and 90% of Budget	90%	0.60%
Between 90% and 95% of Budget	95%	0.70%
Between 95% and 100% of Budget	100%	0.85%
Greater than Budget	125%	0.90%

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

**Notes:**

1. This arrangement will be for twenty eight (28) months starting 1 December 2020.
2. Increment in the fixed compensation, post twenty eight (28) months, will be referenced to the weighted average increment of the company's overall compensation levels (ex-clinicians) and performance level of the Company. Normalized EBIDTA 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 twenty eight (28) months 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:- 20 Days (subject to Maximum 15 days Earned leave can be encashed).
- 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.

Except Mr. Abhishek Kapoor, Dr. Atul Kapoor and Dr. Rashmi Kapoor no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

**Item No. 8**

Mr. Rabindra Nath Mohanty (DIN:07895550) was appointed as an Independent Director on the Board of Directors of the Company in the AGM held on 26 September 2017 to hold office for a period of three (3) years with effect from 26 September 2017 (the date of AGM). In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution. Mr. Rabindra Nath Mohanty being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of three (3) years from the date of end of his tenure of the First Term. In the opinion of the Board, he fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management. In the Performance Evaluation conducted for the year 2019-20, the performance of Mr. Rabindra Nath Mohanty was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 17 August, 2020, has approved the re-appointment of Mr. Rabindra Nath Mohanty as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Except Mr. Rabindra Nath Mohanty, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 8 of this Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

Disclosures as required under ICSI Secretarial Standard SS-2 are set out in an Annexure to this Notice.

**Item No. 9**

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Arun Shrivastava (DIN: 06640892) as an Additional Director with effect from 2 December 2019 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Arun Shrivastava will hold office only upto the date of ensuing AGM. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Arun Shrivastava fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. Arun Shrivastava, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a First Term of three (3) years from the



date of this AGM. Copy of the draft letter for appointment of Mr. Arun Shrivastva as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM. The Board now recommends the same for the approval by the Shareholders of the Company.

Except Mr. Arun Shrivastava, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 9 of this Notice.

Disclosures as required under ICSI Secretarial Standard (SS-2) are set out in an Annexure to this Notice.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Shareholders.

## ANNEXURE

### Information About Directors Seeking Appointment/ Re-appointment Pursuant to Secretarial Standard -2 (SS-2) Issued By Institute of Company Secretaries of India (ICSI) Is Furnished Below:

Particulars	Names of Directors			
	Atul Kapoor	Rashmi Kapoor	Rabindra Nath Mohanty	Arun Shrivastva
Age/Qualification	63 years/ M.B.B.S, M.S	63 years/ M.B.B.S, M.D	65 years/ M.Sc, CAIIB and L.L.B	63 years/M.Sc, CAIIB, AIBM
Experience	Dr. Atul Kapoor is a qualified surgeon having masters in surgery from GSVM Medical College, Kanpur. He had an excellent academic career having held commendable positions in MBBS. He possesses rich and vast experience of over 32 years and has a deep insight into the problems relating to the management of hospitals.	Dr. Rashmi Kapoor is associated with Regency Hospital as a Director, Department of Pediatrics in Pediatric Critical Care and Pulmonology. She is the first pediatrician to start Pediatric flexible bronchoscopy in 2007 in the state of Uttar Pradesh.	Mr. Rabindra Nath Mohanty is a Banker with over 36 years of vast experience in framing Policy Guidelines on financing Priority Sector Credit including SME and Agriculture for the Bank. Co-ordinating with Ministry of Finance (DFS)/ RBI/ NABARD/ SIDBI/ KVIC /NRLM and other Nodal Agencies at country level. He has Acted as Chief Liaison Officer of the Bank for SC/ST, Ex- SM and PH Employees etc.	Mr. Arun Shrivastava is a Banker with over 34 years of rich experience in all key segments of Banking particularly in Corporate credit in various capacities at branches and administrative offices in Bank of Baroda. He also served as M.D. and CEO of Syndicate Bank and implemented a Board Level strategic plan.
Terms & Conditions of Appointment/ Re-appointment	As per Board Resolution dated 27 February 2020, 3 June 2020 and AGM resolution forming part of this Notice		As per Board Resolution, AGM Resolution forming part of this Notice and Appointment Letter issued to respective Directors	
Remuneration last drawn	₹ 1,06,00,000	₹ 84,00,000	Nil, Only sitting fees is paid on the basis of Board Meeting and Committee Meeting attendance.	Nil, Only sitting fees is paid on the basis of Board Meeting attendance.
Date of first appointment on the Board	8 June 1987	8 June 1987	26 September 2017	2 December 2019
Shareholding in the company	27,02,260	34,33,502	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Related to Dr. Rashmi Kapoor as Husband Related to Mr. Abhishek Kapoor, Senior VP- Strategy as Father	Related to Dr. Atul Kapoor as Wife Related to Mr. Abhishek Kapoor, Senior VP- Strategy as Mother	Not related to any Director, Manager or KMP or their relatives	Not related to any Director, Manager or KMP or their relatives
Number of Meetings of the Board	Already being disclosed in Boards Report forming part of Annual Report 2019-20			
Name of Companies in which he/ she holds Directorship	1. Regency Hospital Limited 2. Regency Institute Of Nursing 3. Sibling Lifecare Private Limited 4. Regency Nephrocare Private Limited	1. Regency Hospital Limited 2. Regency Institute Of Nursing 3. Sibling Lifecare Private Limited	1. Regency Hospital Limited	1. Regency Hospital Limited 2. Atishay Limited 3. Canara Hsbc Oriental Bank Of Commercelfe Insurance Company Limited
Name of Committees of the Companies of which he/ she holds Membership	Regency Hospital Limited: • Audit Committee- Member • Stakeholders Relationship Committee- Member • Corporate Social Responsibility- Member • Risk Management Committee- Member	Regency Hospital Limited: • Stakeholder Relationship Committee- Member • Risk Management Committee- Member	Regency Hospital Limited: • Audit Committee- Chairman • Nomination and Remuneration Committee- Member	NA

## Route Map

