

Notice of Extra Ordinary General Meeting



REGENCY HOSPITAL LIMITED

CIN: U85110UP1987PLC008792

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

Tel:+91-512- 3502480; **Email:** investor@regencyhealthcare.in

Website: www.regencyhealthcare.in

Notice is hereby given that the Extra Ordinary General Meeting ("EGM") of Regency Hospital Limited will be held on Tuesday, 21st day of March, 2023 at 11.30 A.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at A-2 Sarvodaya Nagar Kanpur-208005 Uttar Pradesh, which shall be the deemed venue of the meeting.

SPECIAL BUSINESS:

Item No.1

Increase in Authorized Share Capital of the Company and consequent alteration of Capital Clause of Memorandum of Association

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

"Resolved that in accordance with the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from the existing ₹ 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 5,50,00,000 (Five Crores Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) each to ₹ 205,00,00,000/- (Rupees Two Hundred Five Crores only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) and 15,00,00,000 (Fifteen Crores) Preference Shares of ₹10/- (Rupee Ten) each of the Company

Resolved further that the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting with the following Clause:

"V. The Authorized Share Capital of the Company is ₹ 205,00,00,000/- (Rupees Two Hundred Five Crores only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) each and 15,00,00,000 (Fifteen Crores) Preference Shares of ₹10/- (Rupee Ten) each."

Resolved further that Board of Directors and the Company Secretary of the Company, be and are hereby individually and severally authorized to complete all requisite formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient or to settle any question, difficulty or doubt, that may arise in giving effect to this resolution."

Item No.2

To consider and approve re-appointment of Dr. Atul Kapoor as Managing Director of the Company and payment of remuneration.

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

“Resolved that in accordance with the provisions of Section 196, 197, and 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, based on the recommendation of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for re-appointment of Dr. Atul Kapoor [DIN: 01449229], as the Managing Director of the Company for a period of 3 [three] years with effect from 1 April 2023, liable to retire by rotation upon the terms and conditions set out in the Explanatory statement annexed to this notice, including the remuneration to be paid during the said tenure within the stipulated provisions of section 197 of the act with the liberty to the Board of Directors, to alter or vary the terms and conditions including minimum remuneration as it may deem fit in the best interest of the Company and in such manner as may be mutually decided by Board of Directors.

Resolved further that in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Companies Act, 2013, relating to the payment of remuneration to the managerial personnel, the Board of Directors (hereinafter referred to as the ‘Board’) subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration including commission and perquisites etc. within such prescribed limits.

Resolved further that Board of Directors and the Company Secretary of the Company, be and are hereby individually and severally authorized to complete all requisite formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient or to settle any question, difficulty or doubt, that may arise in giving effect to this resolution.”

Item No. 3

Re-appointment of Dr. Rashmi Kapoor as Whole Time Director of the Company and payment of remuneration

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

“Resolved that in accordance with the provisions of Section 196, 197, and 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, based on the recommendation of Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Rashmi Kapoor [DIN: 01818323], as the Whole Time Director of the Company for a period of 3 [three] years with effect from 1 April 2023, liable to retire by rotation upon such terms and conditions set out in the Explanatory statement annexed to this notice, including the remuneration to be paid during the said tenure within the stipulated provision of section 197 of the act with the liberty to the Board of Directors, to alter or vary the terms and conditions including minimum remuneration as it may deem fit in the best interest of the Company and in such manner as may be mutually decided by Board of Directors.

Resolved further that in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Companies Act, 2013, relating to the payment of remuneration to the managerial personnel, the Board of Directors (hereinafter referred to as the 'Board') subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration including commission and perquisites etc. within such prescribed limits.

Resolved further that Board of Directors and the Company Secretary of the Company, be and are hereby individually and severally authorized to complete all requisite formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient or to settle any question, difficulty or doubt, that may arise in giving effect to this resolution.”

Item No. 4

Appointment of Mr. Abhishek Kapoor to the Office/ Place of Profit of the Company and payment of 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 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment(s) thereof for the time being in force based on the recommendation and approval of Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company in their respective meetings, the consent of the members of the Company be and is hereby accorded to approve the appointment and payment of remuneration to Mr. Abhishek Kapoor, being relative of Dr. Atul Kapoor, Managing Director and Dr. Rashmi Kapoor, Whole Time Director, holding Office/ Place of Profit in the Company as “Executive Director-Strategy and Expansion” up to ₹ 5,39,000/- (Rupees Five Lakhs Thirty Nine Thousand Only) per month (including all allowances, perquisites and benefits that he is entitled to in accordance with the Company’s rules and regulations in force), for a term of 3 years with effect from 1 April 2023 and on such terms and conditions as contained in the Explanatory Statement to this notice.

Resolved further that Board of Directors and the Company Secretary of the Company, be and are hereby individually and severally authorized to complete all requisite formalities and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient or to settle any question, difficulty or doubt, that may arise in giving effect to this resolution.”

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

Ankita Gupta
Company Secretary
M No: A50166

Kanpur, 21 February, 2023

Registered Office: A-2 Sarvodaya Nagar Kanpur-208005
Uttar Pradesh

NOTES:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide its Circular dated 28 December 2022 read with circulars dated 8 April 2020 and 13 April 2020 have permitted holding of Extra Ordinary General Meeting (EGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without physical presence of members at a common venue. In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the EGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EGM through VC/OAVM only.
3. Pursuant to the Circular No. 14/2020 dated 08th 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 EGM being held through VC / OAVM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. However, Institutional/Corporate Members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, to Scrutiniser at evoting@nsdl.co.in.
5. The Members can join the EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM 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, Secretarial Auditor etc. who are allowed to attend the EGM without restriction on account of first come first served basis. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with the MCA Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by NSDL.
7. The notice of EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice of EGM along with the Explanatory Statement and the copy of the draft Memorandum of Association will also be available at the registered office of the Company for the inspection during the business hours. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and shareholders as on Cut-off date i.e. Tuesday, 14 March 2023, shall be entitled to exercise his/her vote

electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned herein.

8. Notice of this EGM is available on the website of the Company and can be obtained for inspection by writing to the Company at its email ID investor@regencyhealthcare.in till the date of EGM.
9. (i) Members 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) Members 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.
10. Members may contact Ms. Ankita Gupta, Company Secretary, for any grievances connected with electronic means at ankitagupta@regencyhealthcare.in, Tel. # 0512-3502480.
11. The remote e-voting period commences on Friday, 17 March 2023 and ends on Monday, 20 March 2023. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 14 March 2023, 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. Tuesday, 14 March 2023, may obtain the login ID and password by sending an email to evoting@nsdl.co.in or investor@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 Password".
12. The Board vide its Resolution passed on 21 February 2023 has appointed Mr. Surendra Kumar Sahu, Practicing Company Secretary (M. No. 5182, COP No. 4040), Proprietor of M/s SKS & Company, 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 EGM, unblock the votes cast through remote e-voting and e-voting on the date of the EGM and make, not later than 3 (three) days 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 Company Secretary. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.regencyhealthcare.in and on the website of NSDL immediately after the declaration of Results.

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

The remote e-voting period begins on Friday, 17 March 2023 on at 9:00 A.M and ends on Monday, 20 March 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 14 March 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 14 March 2023.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 sksco2001@gmail.com, with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545,

+91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the investor@regencyhealthcare.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 investor@regencyhealthcare.in.
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 investor@regencyhealthcare.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investor@regencyhealthcare.in latest by Tuesday, 14 March 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Explanatory Statement in respect of Special Business pursuant to Section 102 of the Companies Act, 2013

Item No. 1- Increase in Authorized Share Capital of the Company and consequent alteration of Memorandum of Association

The Present Authorized Share Capital of the Company is ₹ 55,00,00,000/- (Rupees Fifty Five Crore only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) each.

Considering the increased fund requirements for ongoing and future expansion plans of the Company, the Board at its Meeting held on 21 February 2023 has approved its proposal for increasing the Authorized Share Capital of the Company from ₹ 55,00,00,000/- (Rupees Fifty Five Crore only) divided into 5,50,00,000 (Five Crores Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) each to ₹ 205,00,00,000 (Two Hundred Five Crore) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) each and 15,00,00,000 (Fifteen Crores) Preference Shares of ₹10/- (Rupee Ten) each subject to the approval of Shareholders.

It is therefore proposed to increase the Authorized Share Capital of the Company from ₹ 55,00,00,000/- (Rupees Fifty Five Crore only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) each to ₹ 205,00,00,000 (Two Hundred Five Crore) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) each and 15,00,00,000 (Fifteen Crores) Preference Shares of ₹10/- (Rupee Ten) each subject to the approval of Shareholders.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company subject to the approval of shareholders, by deleting the same and substituting with the following Clause:

V. "The Authorized Share Capital of the Company is ₹ 205,00,00,000/- (Rupees Two Hundred Five Crore only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupee Ten) each and 15,00,00,000 (Fifteen Crores) Preference Shares of ₹10/- (Rupee Ten) each."

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the Shareholders is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Item No. 2- To consider and approve re-appointment of Dr. Atul Kapoor as Managing Director of the Company and payment of remuneration.

Dr. Atul Kapoor was re-appointed as the Managing Director of the Company for a period of three years w.e.f. 1 April 2020 to 31 March 2023, liable to retire by rotation and the said re-appointment was approved by Shareholders at the 31st Annual General Meeting dated 20 November 2020.

Considering the significant contributions made by Dr. Atul Kapoor and the crucial role towards the growth of the Company, the Board of Directors of the Company at its meeting held on February 21, 2023 has, subject to the approval of the Shareholders, re-appointed Dr. Atul Kapoor as Managing Director of the Company for another term of 3 (three) years with effect from 1 April 2023 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The main terms of remuneration of Dr. Atul Kapoor are as follows:

Remuneration:

- 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 1st April, 2023, 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 1st April 2023.
- 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:- 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 official use.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Dr. Atul Kapoor and Dr. Rashmi Kapoor, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Item No. 3- To consider and approve re-appointment of Dr. Rashmi Kapoor as Whole Time Director of the Company and payment of remuneration.

Dr. Rashmi Kapoor was re-appointed as the Whole Time Director of the Company for a period of three years w.e.f. 1 April 2020 to 31 March 2023, liable to retire by rotation and the said re-appointment was approved by Shareholders at the 31st Annual General Meeting dated 20 November 2020.

Considering the significant contribution made by Dr. Rashmi Kapoor towards the growth of the Company, the Board of Directors of the Company at its meeting held on February 21, 2023 has, subject to the approval of the Shareholders, re-appointed Dr. Rashmi Kapoor as Whole Time Director of the Company for another term of 3 (three) years with effect from 1 April 2023 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The main terms of remuneration of Dr. Rashmi Kapoor are as follows:

Remuneration:

- 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 1st April, 2023, 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 1st April 2023.
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 with the 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 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 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.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Dr. Atul Kapoor and Dr. Rashmi Kapoor, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the Shareholders is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Item No. 4- Appointment of Mr. Abhishek Kapoor to the Office/ Place of Profit of the Company and payment of remuneration.

The provisions of Section 188(1)(f) of the Companies Act, 2013 govern the related party's appointment to any office, place of profit in the Company, its Subsidiary Company or Associate Company.

Accordingly, the Audit Committee, Nomination and Remuneration Committee and Board of Directors in its meetings held on 21 February 2023, subject to the prior approval of Shareholders, has approved the remuneration of Rs. 5,39,000/- (Rupees Five Lakhs Thirty Nine Thousand only) to be paid Mr. Abhishek Kapoor holds office/ place of profit in the Company as "Executive Director- Strategy and Expansion" being relative of Dr. Atul Kapoor, Managing Director and Dr. Rashmi Kapoor, Whole Time Director of the Company.

The disclosure pursuant to para 3 of Explanation (1) to Rule 15 of the 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	a) Mr. Abhishek Kapoor was appointed as Senior Vice President – Strategy on 8 February 2017. b) As a part of performance appraisal of employees, his performance was evaluated, and the Nomination and Remuneration Committee, the Audit Committee and Board of Directors of the Company at its meeting held on 21 February 2023 have approved the appointment and payment of remuneration of Rs. 5,39,000 per month subject to the prior approval of the shareholders of the Company at the general meeting to be effective from 1 April 2023. 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. 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.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Not Applicable

The details of his remuneration are given below:

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: He shall be paid yearly Performance Bonus/Benefit with effect from 1st April, 2023, 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 25.0% of the total variable compensation as stated above.

Notes:

- This arrangement will be for next three (3) years starting from 1st April 2023.
- 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 EBIDTA will be calculated on the basis of audited accounts subject to any normal variations in working capital.

8. The Company, Shareholders and Investors will review the compensation structure after three years with the objective of bringing the all-inclusive compensation level to below 5.5%.
9. Supplemental Allowance will include all kinds of perks except for medical insurance.
10. 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 Executive Director- Strategy and Expansion shall be entitled to the following Benefits and Amenities:-

- E. **Gratuity:** Up to half a month's salary for each completed year of service as per the provisions of the Indian Gratuity Act, 1972.
- F. **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).
- G. **Conveyance:** The Company shall provide car with driver for discharge of official responsibilities by her.
- H. **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.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Dr. Atul Kapoor and Dr. Rashmi Kapoor, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the Shareholders is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

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

Ankita Gupta
Company Secretary
M No: A50166

Kanpur, 21 February, 2023

Registered Office: A-2 Sarvodaya Nagar Kanpur-208005
Uttar Pradesh

ANNEXURE

Information of Director(s) Seeking Re-appointment at the forthcoming Extraordinary General Meeting in accordance with the provisions of Companies Act, 2013 and Secretarial Standard-2 (SS-2) Issued by Institute of Company Secretaries of India (ICSI), as on date of Notice.

1. Dr. Atul Kapoor

Managing Director, DIN: 01449229

Experience & Expertise: 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. He is actively engaged in managing the Company since its inception. His experience has helped the Company to grow extensively over the period of time. He has been playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the corporate & commercial of the Company. His leadership abilities have been instrumental in leading the core management team of the Company.

Age/ Qualification: 66 years/M.B.B.S, M.S

Terms & Conditions of Appointment/ Re-appointment: As per Board Resolution dated 21 February 2023 and EGM resolution dated 21 March 2023.

Remuneration last drawn: ₹ 1,21,50,000 and other terms as per AGM resolution dated 20 November 2020.

Date of first appointment on the Board: 8 June 1987

Shareholding in the company: 3,145,386 Equity Shares

Relationship with other Directors, Manager and other Key Managerial Personnel:

1. Related as Spouse to Dr. Rashmi Kapoor, Whole Time Director
2. Related as Father to Mr. Abhishek Kapoor, Executive Director - Strategy & Expansion

Number of Meetings of the Board attended during the year: 6 Board Meetings held during the year on 26 May 2022, 9 August 2022, 1 September 2022, 29 September 2022, 18 November 2022 and 21 February 2023 and he has attended all the meetings.

Name of Companies in which he holds Directorship (other than Regency Hospital Limited):

1. Regency Institute of Nursing
2. Sibling Lifecare Private Limited
3. Regency Nephrocare Private Limited

Name of Committees of the Companies in which he holds Membership:

Company- Regency Hospital Limited

1. Audit Committee-Member
2. Stakeholders Relationship Committee- Member
3. Corporate Social Responsibility Committee- Member
4. Risk Management Committee- Member

2. Dr. Rashmi Kapoor

Whole-Time Director, DIN: 01818323

Experience & Expertise: 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. She was the first one to start a department of Pediatric Intensive care unit (PICU) in the state of Uttar Pradesh in the year 1998 and developed department of Pediatric pulmonology for the first time in the private sector in the state in the year 2006.

Age/ Qualification: 66 years/M.B.B.S, M.D

Terms & Conditions of Appointment/ Re-appointment: As per Board Resolution dated 21 February 2023 and EGM resolution dated 21 March 2023.

Remuneration last drawn: ₹92,40,000 and other terms as per AGM resolution dated 20th November, 2020.

Date of first appointment on the Board: 8th June, 1987

Shareholding in the company: 34,33,502 Equity Shares

Relationship with other Directors, Manager and other Key Managerial Personnel:

1. Related as Spouse to Dr. Atul Kapoor, Managing Director
2. Related to Mr. Abhishek Kapoor, Executive Director- Strategy & Expansion as Mother

Number of Meetings of the Board attended during the year: 6 Board Meetings held during the year on 26 May 2022, 9 August 2022, 1 September 2022, 29 September 2022, 18 November 2022 and 21 February 2023 and she has attended 5 meetings and her leave of absent was marked for 29 September 2022.

Name of Companies in which she holds Directorship (other than Regency Hospital Limited):

1. Regency Institute of Nursing
2. Sibling Lifecare Private Limited

Name of Committees of the Companies of which she holds Membership:

1. Stakeholders Relationship Committee- Member
2. Corporate Social Responsibility Committee- Member
3. Risk Management Committee- Member