

**NOTICE****REGENCY HOSPITAL LIMITED****CIN:** U85110UP1987PLC008792**Registered Office:** A-2 Sarvodaya Nagar, Kanpur- 208005, Uttar Pradesh**Tel:**+91-0512- 350-2480; **Email:** company.secretary@regencyhealthcare.in**Website:** www.regencyhealthcare.in

Notice is hereby given that the **34<sup>th</sup> Annual General Meeting** ("AGM") of Regency Hospital Limited will be held on Friday, the 27<sup>th</sup> day of October 2023 at 11:30 A.M. (IST) at the Corporate Office B-5, Sarvodaya Nagar, Kanpur, Uttar Pradesh-208005, India to transact the following business.

**ORDINARY BUSINESS:****Item No. 1 - Adoption of financial statements**

To consider and adopt the audited financial statements (Standalone and Consolidated) for the financial year ended 31 March 2023 together with the Reports of the Board of Directors and Auditors thereon.

**Item No. 2 - Re-appointment of Director**

To appoint a Director in place of Dr. Rashmi Kapoor (DIN: 01818323), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re- appointment.

**SPECIAL BUSINESS:****Item No. 3 - Ratification of Remuneration to Cost Auditors**

To consider and if thought fit, ratify the remuneration payable to Mr. Rishi Mohan Bansal, Cost Accountants (Registration No: 102056), Cost Auditors of the Company, for the financial year ending 31 March 2024 and pass the following resolution as an **Ordinary Resolution:**

**"Resolved that** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 30,000 (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement for out of pocket expenses payable to Mr. Rishi Mohan Bansal, Cost Accountants (Registration No: 102056), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31 March 2024.

**"Resolved further that** the Board of Directors, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**Item No. 4 - Regularization of Mr. Rajiv Kumar Bakshi (DIN: 00264007) as an Independent Director**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

**"Resolved that** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Rajiv Kumar Bakshi (DIN: 00264007), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 31 May 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is eligible for appointment under the provisions of the Act and the Rules made thereunder and is not liable to retire by rotation, to hold office for a term of three consecutive years w.e.f. the date of this AGM.

**"Resolved further that** the Board of Directors, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**Item No. 5 - Increase in Borrowing limits under Section 180 (1) (c) of the Companies Act, 2013 upto ₹ 700 Crores.**

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**"Resolved that** in supersession of the special resolution passed by the Members of the Company at the Annual General Meeting held on 22nd December 2018 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder and pursuant to recommendation of Board of Directors, the consent of the members of the Company be and is hereby accorded by way of special resolution to borrow money from time to time for the purpose of Company's business on such terms and conditions as the Board may deem fit, by way of loans or otherwise from banks or financial institutions, up to an aggregate amount of ₹ 700 Crores (Rupees Seven Hundred Crores) only notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid up capital of the Company and its free reserves and security premium.

**"Resolved further that** the Board of Directors, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**Item No. 6 - Increase in Investment limits under Section 186 of the Companies Act, 2013 upto ₹ 240 Crores.**

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**"Resolved that** pursuant to the provisions of section 186 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder and pursuant to the recommendation of Board of Directors, the consent of members of the Company be and is hereby accorded for making investment in Mutual Fund(s) for an Amount not exceeding Rs. 240 Crores (Rupees Two Hundred Forty Crores only) in aggregate or in one or more tranches in units of existing/new mutual fund schemes, whether liquid, open ended or close ended, managed by one or more renowned fund house(es) as considered necessary in the best interest of the Company.

**"Resolved further that** the Board of Directors, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**Item No. 7 - Issuance, Offer and Allotment of up to 2,277,212 (Twenty-Two Lakh Seventy- Seven Thousand Two Hundred And Twelve) cumulative, Compulsorily, Convertible Preference Shares on Preferential basis by way of Private Placement To The Investor:**

To consider and, if thought fit, pass the following resolution as a **Special Resolution**:

**"Resolved that**

(a) pursuant to:

- (i) the provisions of sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other rules framed thereunder (including any statutory modifications, amendments thereto or re- enactment thereof, the circulars, orders, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (the "**Act**");
- (ii) Foreign Exchange Management Act, 1999 and rules specified thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, orders, notifications, regulations, rules, guidelines, if any, issued by the Government of India); and

- (iii) the memorandum of association and articles of association of the Company; and
- (iv) the recommendation made by the board of directors of the Company (hereinafter referred to as the "**Board**") which shall deemed to include any committee thereof) at its meeting held on 29th September 2023:
- the consent of members of the Company be and is hereby accorded for the issue, offer and allotment of up-to 22,77,212 (Twenty Two Lakh Seventy Seven Thousand Two Hundred and Twelve) Cumulative Compulsorily Convertible Preference Shares having a face value of INR 10/- each at a premium of INR 648.70/- on such terms as set out in Annexure A ("**CCPS**"), to Norwest Capital, LLC ("**Investor**") in the manner set out below (the "**Issue**"), on a preferential basis by way of private placement through issue of serially numbered private placement offer cum application letter recorded as Form PAS - 4 (the "**Offer Letter**") on such terms and conditions in accordance with the provisions of the Act and in the manner set out in the:
- (i) Share Subscription Agreement dated **28th September, 2023** entered into by and amongst (a) the Company, (b) Rashmi Kapoor, Atul Kapoor and Abhishek Kapoor (collectively referred to as the "**Promoters**") and (c) Norwest Capital, LLC ("**SSA**"); and
- (ii) Shareholders Agreement dated **28th September, 2023** entered into by and amongst (a) the Company, (b) Rashmi Kapoor, Atul Kapoor and Abhishek Kapoor (collectively referred to as the "**Key Promoters**"), (c) Atul Kapoor HUF, Soni Kapoor, Arun Akshat Kapoor HUF, Arun Kapoor HUF, Arun Kapoor (collectively referred to as the "**Other Promoters**") and (d) Norwest Capital, LLC ("**Shareholders Agreement**" or "**SHA**"); (SSA and SHA are collectively referred to as "**Transaction Documents**").

Particulars of disclosures required to be disclosed as per Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 is as follows: -

(a)	the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;	As set out in the terms as perthe <b>Annexure A</b> .
(b)	the participation in surplus fund	As set out in the terms as perthe <b>Annexure A</b> .
(c)	the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	As set out in the terms as perthe <b>Annexure A</b> .
(d)	the payment of dividend on cumulative or non-cumulative basis	As set out in the terms as perthe <b>Annexure A</b> .
(e)	the conversion of preference shares into equity shares	As set out in the terms as perthe <b>Annexure A</b> .
(f)	the voting rights	As set out in the terms as perthe <b>Annexure A</b> .
(g)	the redemption of preference shares	As set out in the terms as perthe <b>Annexure A</b> .

**Resolved further that** a copy of the valuation certificate, issued by M/s Sundae Capital Advisors Private Limited (SEBI Regn. No. INM000012494 and IBBI Regn. No IBBI/RV- E/03/2021/136) be and is hereby noted by the members.

**Resolved further that** the draft of the Offer Letter in Form PAS-4 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, tabled before the meeting, duly initialed by the Chairman for the purpose of identification, be and is hereby approved.

**Resolved further that** the Company is authorized to record the name of the Investor and maintain such record of private placement offer of the CCPS in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

**Resolved further that** Dr. Atul Kapoor (DIN 01449229), the Managing Director and Dr. Rashmi Kapoor (DIN 01818323), the Whole time Director of the Company be and are hereby severally authorised to make and accept any modifications in the Offer Letter and Form PAS-5 and to settle all questions or difficulties that may arise in regard to the Issue including amending or modifying any of the terms of such Issue or allotment, as may made pursuant to and in accordance with the Transaction Documents or otherwise.

**Resolved further that** monies received by the Company from the Investor as share application monies to allot CCPS, pursuant to the Issue shall be kept by the Company in a separate bank account maintained by the Company for this purpose and shall be utilized by the Company in accordance with section 42 of the Act.

**Resolved further that** Dr. Atul Kapoor (DIN 01449229), the Managing Director and Dr. Rashmi Kapoor (DIN 01818323) the Whole Time Director of the Company, be and are hereby severally authorized on behalf of the Company to accept any change(s) or modification(s) as may be suggested by the appropriate authorities and/or agreed pursuant to and in accordance with the Transaction Documents, to execute forms on behalf of the Company and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution and for matters connected herewith or ancillary or incidental thereto, with further powers to delegate all or any of the above authorities conferred to them to any officer(s)/authorities person(s) of the Company, including but not limited to:

- (i) signing and sending the relevant Offer Letter to the Investor and to sign and maintain Form PAS-5;
- (ii) making all applications/filings to the appropriate authorities including filing of Form FC-GPR with the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under; and
- (iii) to settle all such questions, difficulties or doubts that may arise in relation to the offer/Issue, allotment and utilisation of the proceeds and to finalise and execute all documents and writings as may be necessary, proper, desirable or expedient in implementation of this resolution.

**Resolved further that** Dr. Atul Kapoor (DIN 01449229), the Managing Director and Dr. Rashmi Kapoor (DIN 01818323) the Whole Time Director and Mr. Yogi Srivastava, the Company Secretary of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.”

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

**Date:** 29 September 2023

**Registered Office:** A-2 Sarvodaya Nagar

Kanpur-208005 Uttar Pradesh

**Dr. Atul Kapoor**  
Managing Director  
DIN: 01449229



**NOTES:**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") in respect of the Special Business to be transacted in the AGM as set out under Item Nos. 3, 4, 5, 6 & 7 above and relevant details of the Director as mentioned under Item No. 2 & 4 as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf. Such a proxy need not to be member of the Company.
3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. During the period beginning 24 hours before the time fixed for the commencement of AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority as applicable.
5. Institutional/Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to certified copy (PDF/JPEG format) of the Board Resolution, authorizing their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Company at by email to [company.secretary@regencyhealthcare.in](mailto:company.secretary@regencyhealthcare.in).
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
8. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
9. As per Section 72 of the Act, the facility for submitting nominations is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. The form can be downloaded from the Company's website.
10. Section 20 of the Companies Act, 2013 permits service of documents on Members by a company through electronic mode. Hence, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report 2022-23 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted modes. Members may note that the Annual Report 2022-23 and Notice of AGM will also be available on the Company's website at <https://regencyhealthcare.in/investor-relations/>.
11. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members 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 from time to time.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. 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), the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited (NSDL) as the authorized agency for facilitating voting through electronic means. The facility of casting votes by a member using Remote e-Voting system will be provided by NSDL. The Members attending the AGM who have not already cast their votes by Remote e-Voting shall be able to exercise

their right at the meeting. The Members 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. Members may contact Mr. Yogi Srivastava, Company Secretary, for any grievances connected with electronic means at [yogi.srivastava@regencyhealthcare.in](mailto:yogi.srivastava@regencyhealthcare.in) Tel. #0512-3502661.

15. The remote e-voting period will commence on Monday, 23 October 2023 at 9.00 a.m. IST and will end on Thursday, 26 October 2023 at 5.00 p.m. IST. During this period, members holding shares either in physical form or in dematerialized form, as on Friday, 20 October 2023 i.e. cut-off date, may cast their vote electronically. The e- voting module shall be disabled by NSDL for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility either during the period commencing from Monday, 23 October 2023 at 9.00 a.m. IST and will end on Thursday, 26 October 2023 at 5.00 p.m. IST. Members who have cast their votes by remote e-voting prior to the AGM may also attend/participate in the AGM but they shall not be entitled to cast their votes again. Further, members who have voted on some of the resolutions during the remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.
16. 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 voting at the Meeting.
17. The Board of Directors has appointed Mr. Surendra Kumar Sahu, Practicing Company Secretary (M. No. 5182, COP No. 4040), Proprietor of M/s SKS & Company as the Scrutinizer to scrutinize the remote e-Voting process 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 (votes cast during the AGM and votes cast prior to the AGM and make, not later than three days of the conclusion of the AGM, 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 who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at <https://regencyhealthcare.in/>.

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

The Remote e-Voting period begins on Monday, 23 October 2023 at 09.00 A.M. and ends on Thursday, 26 October 2023 at 05.00 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., Friday, 20 October 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 Friday, 20 October 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 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e- Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e- Voting website of NSDL for casting your vote during the Remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting 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](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 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 on NSDL e-Voting system.**

#### **How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the Remote e- Voting period.
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 Boar 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). 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](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 1020 990 and 1800 22 44 30 or send a request to Amit Vishal, Assistant Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 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 [investor@regencyhealthcare.in](mailto: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](mailto: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 for Individual Shareholders holding securities in demat mode.**
3. Alternatively Shareholder/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned Documents.

**EXPLANATORY STATEMENT****Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act')**

The following Statement sets out all material facts relating to Item Nos. 3, 4, 5, 6 & 7 mentioned in the accompanying Notice.

**Item No. 3**

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014, to be conducted by a Cost Accountant in practice.

In compliance with the above, the Audit Committee of the Company at its meeting held on 15 September 2023, considered the appointment of Mr. Rishi Mohan Bansal (Registration No. 102056) as the Cost Auditors of the Company for F.Y. 2023-24. At the said meeting, the Audit Committee also considered the remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to the Cost Auditors of the Company for F.Y. 2023-24.

The Board of Directors, on the recommendation of the Audit Committee, in its Meeting held on 15 September 2023 approved the appointment and remuneration of Cost Auditors to conduct the audit of the cost records of the Company for F.Y. 2023-24.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company. The consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year ending 31 March 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the Resolution set out in Item No. 3 of the Notice.

The Board of Directors recommends the Resolution set forth in Item No. 3 for approval of the Members.

**Item No. 4**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Rajiv Kumar Bakshi (DIN: 00264007), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 31 May 2023 under Section 149, 150 and 152 of the Act and Article 75 of the Articles of Association of the Company. Mr. Rajiv Kumar Bakshi is eligible to be appointed as an Independent Director and the Company has also received a declaration of independence from him. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, not debarred from holding the office of director by virtue of any ROC order or any other such authority.

In the opinion of the Board, Mr. Rajiv Kumar Bakshi fulfils the conditions as set out in Section 149(6) and is thereby eligible for appointment as an Independent Director. Brief profile of Mr. Rajiv Kumar Bakshi is as follows:

In a career spanning over 33 years with Bank of India, acquired rich experience of Banking operations with a thorough knowledge of process flow, International Banking, Treasury, Large Corporate Credit and Risk Management, Planning and Business Process Reengineering. Various positions and assignments held include a stint as Faculty in the Training College, posting in London branch, Head of Treasury and as Chief Executive, Singapore Operations of Bank of India.

Pioneered a new foray of the Bank into life Insurance business with the setting up of a Joint Venture Life Insurance Company in collaboration with Daiichi Mutual Life of Japan and Union Bank of India.

As Executive Director of Bank of Baroda, he looked after the important functions of large credit, Risk Management, International Banking, Treasury, Information Technology, Audit & Business Process Re-engineering. He represented the bank on its Kenya & Tanzania subsidiaries as Chairman of their respective Boards, as well as Director on the Zambian Joint Venture. He played an active role in the Life Insurance Joint Venture of Bank of Baroda India First life Insurance Company Ltd and a Director on its Board.

After superannuation from Bank, he served as Government appointed trustee on Stressed Assets Stabilization Fund (SASF) of IDBI. He also worked as member of RBI Services Board for 5 years ending August 2018.

He also worked for 7 years (ending Nov 2019) as Senior Adviser with Centrum Financial Services Ltd a category 1 Merchant bank with full suite of products.

Since October 2019, he served as member of the Expert Committee appointed by RBI to assist the Administrator of Punjab & Maharashtra Coop Bank Ltd. He also worked as Adviser to a Small Finance Bank for one year ending 25 January 2023.

The Board firmly believes that Mr. Rajiv Kumar Bakshi's knowledge coupled with deep understanding will surely help the Company steer further ahead in its future-fit journey. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Rajiv Kumar Bakshi as an Independent Director in the interest of the Company.



None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the Resolution set out in Item No. 4 of the Notice.

The Board of Directors recommends the Resolution set forth in Item No. 4 for approval of the Members.

**Item No. 5**

The members of the Company had at Annual General Meeting dated 22 December 2018 accorded their consent to the Board of Directors to borrow money up to an amount not exceeding ₹ 350 Crores (Rupees Three Hundred Fifty Crores) only. Considering the Company's long term strategic and business objectives and project expansion, the Company needs additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) exceed the aggregate of the paid-up capital and free reserves of the Company. Given the future capex requirements of the Company, it is proposed to increase its borrowing limits to enable the Company to remain ready for any further strategic investments. However, utilization of the borrowing limits will be done prudently and in the best interest of the Company

In terms of the provisions of Section 180(1)(c) of the Act, borrowing powers in excess of the aggregate of the paid-up capital, free reserves and securities premium account of the Company, can be exercised by the Board only with the consent of the Members obtained by a special resolution. Therefore, it is necessary to obtain approval of the Members by means of a special resolution to enable the Board to borrow monies, provided that the total amount so borrowed by the Board shall not exceed ₹ 700 Crores (Rupees Seven Hundred Crores) only or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the Resolution set out in Item No. 5 of the Notice.

The Board of Directors recommends the Resolution set forth in Item No. 5 for approval of the Members.

**Item No. 6**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in mutual funds as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 240 Crores (Rupees Two Hundred Forty Crores) only, as proposed in the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the Resolution set out in Item No. 6 of the Notice.

The Board of Directors recommends the Resolution set forth in Item No. 6 for approval of the Members.

**Item No. 7**

The Company was incorporated on **8th June 1987**. As of today, Company has a paid-up capital of **INR 14,04,27,790 (Indian Rupees Fourteen Crore Four Lakh Twenty Seven Thousand Seven Hundred and Ninety)**. The Company intends to raise further capital by issuing up to 22,77,212 (Twenty Two Lakh Seventy Seven Thousand Two Hundred and Twelve) Cumulative, Compulsorily, Convertible Preference Shares having a face value of INR **10 (Indian Rupees Ten)** each at a premium of INR **648.70 (Indian Rupees Six Hundred Forty Eight point seventy)** on such terms as set out in **Annexure A ("CCPS")** on preferential basis by way of private placement through issue of private placement offer letter to:

**NORWEST CAPITAL, LLC** (the "**Investor**") pursuant to the (i) SSA dated **28th September, 2023**, entered into inter alia, by the Company, Rashmi Kapoor, Atul Kapoor, Abhishek Kapoor and the Investor; and (ii) Shareholders Agreement dated **28th September, 2023**, entered into *inter alia*, by and amongst the Company, Rashmi Kapoor, Atul Kapoor, Abhishek Kapoor, Atul Kapoor HUF, Soni Kapoor, Arun Akshat Kapoor HUF, Arun Kapoor HUF, Arun Kapoor and the Investor ((i) and (ii) shall collectively be referred to as the "**Transaction Documents**").

Pursuant to proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 following disclosures are made:

1.	Particulars of the offer including date of passing of Board resolution.	Private placement of the 22,77,212 (Twenty Two Lakh Seventy Seven Thousand Two Hundred and Twelve) CCPS.  Board Approval date- 29th September 2023
2.	Kind of securities offered and the price at which security is being allotted.	Cumulative Compulsorily Convertible Preference Shares having a face value of INR 10/- each at a premium of INR 648.70/-
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	Valuation certificate, issued by M/s Sundae Capital Advisors Private Limited (SEBI Regn. No. INM000012494 and IBBI Regn. No IBBI/RV-E/03/2021/136).
4.	Name and address of valuer who performed valuation.	M/s Sundae Capital Advisors Private Limited, 1177, 11th Floor, VEGAS Plot No. 6, Sector 14 (North) Dwarka City Centre, New Delhi - 110 075 (SEBI Regn. No. INM000012494 and IBBI Regn. No IBBI/RV-E/03/2021/136).
5.	Amount which the Company intends to raise by way of such securities.	<b>INR 149,99,99,544.40/-</b>
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	The securities shall be convertible into equity shares in the manner as described in Annexure A. The purpose of the offer is to raise the funds for, inter-alia, expanding the business operations of the Company, meeting capital expenditure and working capital requirements needed in connection with the Company's business and general corporate purposes. The Promoters are not contributing as part of the Offer. No assets are being charged for this private placement.

The material facts and information concerned with and relevant to the issue of the CCPS to enable the members understand the meaning, scope and implications of the items of business and to take decision thereon pursuant to Rule 9(3) of Companies (Share Capital and Debenture) Rules 2014 and Rule 13(2) of the Companies (Share Capital and Debenture) Rules 2014, are listed herein below for their consideration:

1.	The objects of the issue.	For raising funds for, inter-alia, expanding the business operations of the Company, meeting capital expenditure and working capital requirements needed in connection with the Company's business and general corporate purposes.
2.	The total number of shares or other securities to be issued and nominal value of each share.	22,77,212 (Twenty Two Lakh Seventy Seven Thousand Two Hundred and Twelve) CCPS having a face value of INR 10/- each.
3.	Nature of preference shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible.	Cumulative Compulsorily Convertible Preference Shares.
4.	Manner of issue of shares.	Private Placement.
5.	Terms of issue, including terms and rate of dividend on each share.	As per Annexure A

6.	Terms of redemption.	Not Applicable as CCPS shall be compulsorily converted into equity shares of the Company as per the terms set out in Annexure A.
7.	Manner and modes of redemption.	Not Applicable as CCPS shall be compulsorily converted into equity shares of the Company as per the terms set out in Annexure A
8.	The price or price band at/ within which the allotment is proposed.	INR 658.70 per CCPS (having a face value of INR 10/- each and a premium of INR 648.70/-).
9.	Basis on which the price has been arrived at along with the report of the registered valuer.	valuation certificate, issued by M/s Sundae Capital Advisors Private Limited (SEBI Regn. No. INM000012494 and IBBI Regn. No IBBI/RV-E/03/2021/136).
10.	Relevant date with reference to which the price has been arrived at.	31st Aug 2023.
11.	The class or classes of persons to whom the allotment is proposed to be made.	Foreign Investor (Corporate Body).
12.	Intention of promoters, directors or key managerial personnel to subscribe to the offer.	No promoter, director or key managerial personnel of the Company are subscribing to this Private Placement.
13.	The proposed time within which the allotment shall be completed.	45 days.
14.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.	The names of the proposed allottee - Norwest Capital, LLC. The percentage of post preferential offer capital that may be held by them- 9.50%
15.	The change in control, if any, in the company that would occur consequent to the preferential offer.	There is no change in control.
16.	The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price.	NA.
17.	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer.	NA.
18.	The pre-issue and post issue shareholding pattern (on fully diluted basis) of the Company including the expected dilution in equity share capital upon conversion of preference shares.	Details mentioned below as Annexure B.

## Annexure A

### TERMS OF CCPS

#### Definitions-

- A. **"Applicable Law"** includes all statutes, enactments, acts of legislature or parliament, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders, requirement or other governmental restrictions or any similar form of decision of, or determination by, or any interpretation, policy or administration, having the force of law of any of the foregoing, of any government, statutory authority, tribunal, board, court having jurisdiction over the matter in question, whether in effect as of the Execution Date or thereafter, or any recognized stock exchange(s) on which the Shares may be listed.
- B. **"As If Converted Basis"** means a calculation assuming that all Dilution Instruments existing at the time of determination have been exercised or converted into Shares, excluding any options issued or reserved for issuance under any stock option plan or scheme by whatever name called of the Company.
- C. **"Dilution Instruments"** includes any Shares, securities, rights, options, warrants or arrangement (whether oral or in writing) which are convertible into or entitle the holder to acquire or receive any Shares of the Company, or any rights to purchase or subscribe to Shares or securities by their terms convertible into or exchangeable for Shares; excluding any arrangement (whether oral or in writing) binding the Company pursuant to which a bank or a financial institution is entitled to convert any amount due to it into Shares upon default by the Company, and assuming that such default has not occurred as of the relevant date.
- D. **"Subscription Shares"** means the CCPS.
- E. **"Subscription Shares Price"** means INR 149,99,99,544.40 only.
- F. **"Notice"** means a notice in writing and the terms "Notify" or "Notification" shall be construed accordingly.
- G. **"Key Promoters"** means -
  - i. Abhishek Kapoor
  - ii. Dr. Atul Kapoor
  - iii. Dr. Rashmi Kapoor

*All capitalized terms not defined in the said Schedule shall have the meaning assigned to them in the Shareholders Agreement dated 28th September 2023, entered into inter alia, by and amongst the Company, Rashmi Kapoor, Atul Kapoor, Abhishek Kapoor, Atul Kapoor HUF, Soni Kapoor, Arun Akshat Kapoor HUF, Arun Kapoor HUF, Arun Kapoor (the "SHA").*

1. The number of Equity Shares to be issued to the holders of the Subscription Shares upon conversion shall, subject to the other terms and conditions set forth in this Agreement, be as set out in Paragraph 3 below and paragraph 3 of Schedule 8 of the SHA.
2. The CCPS shall carry a pre-determined cumulative dividend rate of 0.01% (zero-point zero one percent) per annum on an As If Converted Basis. In addition to the same, if the holders of Equity Shares are paid dividend in excess of 0.01% (zero-point zero one percent) per annum, the holders of the CCPS shall be entitled to dividend at such higher rate. The dividend shall be payable, subject to cash flow solvency, in the event the Board declares any dividend for the relevant year and shall be paid to the holders of CCPS in priority to other classes of Shares.
3. **Conversion-**
  - a) The holders of the CCPS may convert the CCPS in whole or part into Equity Shares at any time before 19 (nineteen) years from the date of issuance of the same, subject to the provisions of the terms of issuance of Subscription Shares as set out herein and the SHA. In the event the conversion of Subscription Shares entitles the holder of Subscription Shares to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.
  - b) The holders of Subscription Shares shall, at any time, be entitled to call upon the Company to convert all or any of the Subscription Shares by issuing a Notice to the Company accompanied by a share certificate representing the Subscription Shares (where such Shares are in physical form) sought to be converted. Immediately, and no later than 7 (seven) days from the receipt of such Notice, the Company shall issue Equity Shares in respect of the Subscription Shares sought to be converted. The record date of conversion of the Subscription Shares shall be deemed to be the date on which the holder of such Subscription Shares issues a Notice of conversion to the Company. The Subscription Shares, or any of them, if not converted earlier, shall automatically convert into Equity Shares at then applicable conversion rate, (i) on latest permissible date prior to the issue of Shares to the public in connection with the occurrence of a Public Offer under Applicable Law, or (ii) on

the day following the completion of 19 (nineteen) years from the date of issuance of the same.

- c) Subject to the provisions of the terms of issuance of Subscription Shares as set out herein and the SHA, each of the Subscription Shares shall convert into such number of Equity Shares that is equal to the Subscription Shares Price (as may be adjusted from time to time) divided by the conversion price. The initial conversion price of Subscription Shares shall be Subscription Shares Price. No fractional Shares shall be issued upon conversion of Subscription Shares, and the number of Equity Shares to be issued shall be rounded up to the nearest whole number.
4. **Liquidation Preference** - In any Liquidation Event, subject to Applicable Law, holders of Subscription Shares shall have a preference over the other Shareholders of the Company as provided in Clause 11 (*Liquidation Preference*) of the SHA.
5. **Registration rights.** The holders of Subscription Shares shall receive typical and customary registration rights, where available, in all global market(s) where the Company lists the Shares. Termination of the Transaction Documents shall not affect the obligation of the Company to provide registration rights to the holders of Subscription Shares.
6. **Meeting and voting rights.** The holders of Subscription Shares shall be entitled to receive notice of, attend meetings and vote (on an As If Converted Basis) on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares). Key Promoters and the Company hereby acknowledge that the Investor has agreed to subscribe to the Subscription Shares, on the basis that the Investor will be able to exercise voting rights on the Subscription Shares, as if the same were converted into Equity Shares. The Subscription Share shall entitle the holder to the number of votes equal to the number of whole or fractional Equity Shares into which such the Subscription Share could then be converted in accordance with Clause 3 of this Annexure-1 and paragraph 3 of the Schedule 8 of the SHA. To this effect, so long as Applicable Law does not permit the holders of Preference Shares to exercise voting rights on all Shareholder matters submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares), then until the conversion of all Subscription Shares into Equity Shares, the Key Promoters shall vote in accordance with the instructions of the Investor at a general meeting or provide proxies without instructions to the Investor for the purposes of a general meeting, in respect of such number of Equity Shares held by each of them such that a relevant percentage ("Relevant Percentage") of the Equity Shares of the Company are voted on in the manner required by the Investor. For the purposes of this paragraph, the Relevant Percentage in relation to the Investor shall be equal to the percentage of Equity Shares in the Company that the Investor would hold if the Investor was to elect to convert the Subscription Shares into Equity Shares in accordance with Clause 3 of this Annexure -1 and paragraph 3 of the Schedule 8 of the SHA. Notwithstanding the foregoing, the holders of Subscription Shares shall at all times be entitled to vote on all such matters that affect their rights directly or indirectly.
7. **Valuation Protection.** If the Company offers any Dilution Instruments to a new investor or a Third Party after the Closing Date, at a price less than the effective conversion price of the Subscription Shares ("Dilutive Issuance") then the holders of Subscription Shares shall be entitled to a broad-based weighted-average basis anti-dilution protection as provided for in **Schedule 7** of the SHA. In such an event, the Company and the Key Promoters shall be bound to cooperate with the holders of Subscription Shares and the Company, such that the Company forthwith takes all necessary steps as detailed in the aforesaid **Schedule 7** of the SHA. The Company shall Notify the holders of Subscription Shares of the impact of the Dilutive Issuance prior to such issuance and obtain confirmation from them that the same conforms to these terms of issue.
8. **Adjustments.**
  - (a) If, whilst any Subscription Shares remain capable of being converted into Equity Shares, the Company splits, sub-divides (stock split) or consolidates (reverse stock split) the Equity Shares into a different number of securities of the same class, the number of Equity Shares issuable upon a conversion of the Subscription Shares shall, subject to Applicable Law and receipt of requisite approvals, be proportionately increased in the case of a split or sub-division (stock split), and likewise, the number of Equity Shares issuable upon a conversion of the Subscription Shares shall be proportionately decreased in the case of a consolidation (reverse stock split).
  - (b) If, whilst any Subscription Shares remain capable of being converted into Equity Shares, the Company makes or issues a dividend or other distribution of Equity Shares to the holders of Equity Shares then the number of Equity Shares to be issued on any subsequent conversion of Subscription Shares shall, subject to Applicable Law and receipt of requisite approvals, be increased proportionately and without payment of additional consideration therefor by the holders of Subscription Shares.
  - (c) If the Company, by re-classification or conversion of Shares or otherwise, changes any of the Equity Shares into the same or a different number of Shares of any other class or classes, the right to convert the Subscription Shares into Equity Shares shall



thereafter represent the right to acquire such number and kind of Shares as would have been issuable as the result of such change with respect to the Equity Shares that were subject to the conversion rights of the holder of Subscription Shares immediately prior to the record date of such re-classification or conversion.

(d) The holders of Subscription Shares shall be entitled to the cumulative benefit of all adjustments referred to herein.

9. **Amendment of Terms.** (a) Any amendment of the terms of Subscription Shares (including Clause 11 (Liquidation Preference) of the SHA; or (b) waiver of any rights; that would adversely affect the rights of the holders of Subscription Shares contained in this Annexure-A and the SHA (including Paragraph 3 (*Liquidation Preference*)) shall require the consent of the holders of Subscription Shares. Without prejudice to the foregoing, the issuance of any Dilution Instruments by the Company that are of a different series or class but have rights *pari passu* to the rights of the Subscription Shares (including liquidation preference) shall not be considered as an amendment to the terms of issuance of the Subscription Shares and the approval of the holders of Subscription Shares, in accordance with this Paragraph, will not be required for such issuance or for undertaking any consequential amendments to the terms of the Subscription Shares.

### **Annexure B**

The pre-issue and post-issue shareholding pattern (on a fully diluted basis) of the Company including the expected dilution in equity share capital upon conversion of CCPS is as below-

**Cap Table -**

S. No.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
<b>A.</b>	<b>Promoters' Holding</b>				
	<b>Indian</b>				
	<b>Individual</b>	9,155,727	65.20	9,155,727	56.10
	<b>Sub-total</b>	<b>9,155,727</b>	<b>65.20</b>	<b>9,155,727</b>	<b>56.10</b>
	<b>Foreign Promoters</b>	-	-	-	-
<b>B.</b>	<b>Non-Promoters' Holding</b>				
	<b>Institutional Investors</b>	7,72,102	5.49	67,60,121	41.42
	<b>Non-institutional Investors</b>	37,10,807	26.43	-	-
	<b>Private Corporate Bodies</b>	88,221	0.63	88,221	0.54
	<b>Directors and Relatives</b>	-	-	-	-
	<b>Indian public</b>	3,07,796	2.19	3,07,796	1.89
	<b>Others (including NRIs)</b>	8,126	0.06	8,126	0.05
	<b>Sub-Total (B)</b>	<b>48,87,052</b>	<b>34.80</b>	<b>71,64,264</b>	<b>43.90</b>
	<b>Grand Total</b>	<b>1,40,42,779</b>	<b>100</b>	<b>1,63,19,991</b>	<b>100</b>



The provisions of the Companies Act, 2013 and the rules prescribed thereunder require the approval of the members of the Company by way of a special resolution, for a company offering or making an invitation to subscribe its securities on a preferential basis by way of private placement.

The relevant transaction documents would be available for inspection at the registered office of the Company from the date of issue of this notice, till the date of the proposed general meeting.

None of the Directors, key managerial personnel and/or their relatives, is in any way concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

The Board at its meeting held on **29th September 2023**, had approved the issue and offer of CCPS (including its terms) on preferential basis by way of private placement and recommends the adoption of the resolution as set out in item no. 7 of the Notice as a special resolution.

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

**Date:** 29 September 2023

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

**Dr. Atul Kapoor**  
Managing Director  
DIN: 01449229

**ANNEXURE TO THE NOTICE**

**Details of the Directors seeking appointment/re-appointment at the 34th Annual 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.**

---

**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 27 February 2020, 3 June 2020 and AGM resolution passed at 31st AGM dated 20 November, 2020.

**Remuneration last drawn:** ₹ 92,40,000 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:** 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 as Mother to Mr. Abhishek Kapoor, Executive Director - Strategy & Expansion

**Number of Meetings of the Board attended during the year:** Already being disclosed in Board's Report forming part of Annual Report 2022-23.

**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 in which she holds Membership:**

Company- Regency Hospital Limited

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

**Mr. Rajiv Kumar Bakshi**

Additional Director, DIN: 00264007

**Experience & Expertise:** Mr. Rajiv Bakshi has experience of over 33 years with Bank of India, acquired rich experience of Banking operations with a thorough knowledge of process flow, International Banking, Treasury, Large Corporate Credit and Risk Management, Planning and Business Process Reengineering. Various positions and assignments held include a stint as Faculty in the Training College, posting in London branch, Head of Treasury and as Chief Executive, Singapore Operations of Bank of India. Pioneered a new foray of the Bank into life Insurance business with the setting up of a Joint Venture Life Insurance Company in collaboration with Daiichi Mutual Life of Japan and Union Bank of India.

As Executive Director of Bank of Baroda, he looked after the important functions of large credit, Risk Management, International Banking, Treasury, Information Technology, Audit & Business Process Re-engineering. He represented the bank on its Kenya & Tanzania subsidiaries as Chairman of their respective Boards, as well as Director on the Zambian Joint Venture. He played an active role in the Life Insurance Joint Venture of Bank of Baroda India First life Insurance Company Ltd and a Director on its Board.

After superannuation from Bank, he served as Government appointed trustee on Stressed Assets Stabilization Fund (SASF) of IDBI. He also worked as member of RBI Services Board for 5 years ending August 2018.

He also worked for 7 years (ending Nov 2019) as Senior Adviser with Centrum Financial Services Ltd a category 1 Merchant bank with full suite of products.

Since October 2019, he served as member of the Expert Committee appointed by RBI to assist the Administrator of Punjab & Maharashtra Coop Bank Ltd. He also worked as Adviser to a Small Finance Bank for one year ending 25 January 2023.

**Age/Qualification:** 71 years/M.Sc., CAIIB, Diploma in Bank Management

**Terms & Conditions of Appointment/ Re-appointment:** As per Board Resolution dated 31 May 2023 and AGM resolution passed at 34th AGM dated 27th October 2023.

**Remuneration last drawn:** Nil, only sitting fees is paid on the basis of Board Meeting and Committee Meeting Attendance.

**Date of first appointment on the Board:** 31 May 2023

**Shareholding in the company:** Nil

**Relationship with other Directors, Manager and other Key Managerial Personnel:** Not related to Directors, Manager and other Key Managerial Personnel

**Number of Meetings of the Board attended during the year:** Nil

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

1. NR Agarwal Industries Limited
2. Brady and Morris Engineering Company Limited
3. A. K. Capital Finance Limited
4. Hiveloop Capital Private Limited
5. Infopercept Consulting Private Limited

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

Company- Regency Hospital Limited

1. Nomination and Remuneration Committee- Member

**PROXY FORM (Form No: MGT-11)**

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

**REGENCY HOSPITAL LIMITED**
**CIN:** U85110UP1987PLC008792

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

**Tel:** +91-0512-350-2480, **Email :** company.secretary@regencyhealthcare.in

**Website:** www.regencyhealthcare.in

**34<sup>th</sup> Annual General Meeting - 27<sup>th</sup> October 2023**

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

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

Name: .....Email: .....

Address:.....

.....Signature:\_\_\_\_\_

or failing him/her

Name: .....Email: .....

Address:.....

.....Signature:\_\_\_\_\_

or failing him/her

Name: .....Email: .....

Address:.....

.....Signature:\_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Friday, the 27th day of October, 2023 at 11:30 A.M. (IST) at the Corporate Office of the Company at B-5 Sarvodaya Nagar, Kanpur-208005 Uttar Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1.	Adoption of financial statements			
2.	Re-appointment of Director			
Special business				
3.	Ratification of Remuneration to Cost Auditors			
4.	Regularization of Mr. Rajiv Kumar Bakshi (DIN: 00264007) as an Independent Director			
5.	Increase in Borrowing limits under Section 180 (1) (c) of the Companies Act, 2013 upto ₹ 650 Crores			
6.	Increase in Investment limits under Section 186 of the Companies Act, 2013 upto ₹ 240 Crores			
7.	Issue and offer of up to 2,277,212 (Twenty-Two Lakh Seventy -Seven Thousand Two Hundred And Twelve) Cumulative, Compulsorily, Convertible Preference Shares on preferential basis by way of Private Placement.			

Signed this ..... day of ..... 2023.

.....

Signature of the member

.....

Signature of the proxy holder(s)

Affix Revenue  
Stamp of not  
Less Than  
Rs. 1

**Notes:**

1. The form in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before 2.00. p.m. IST on 25 October 2023).
2. It is optional to indicate your preference. Please put a tick mark in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

**Attendance Slip****REGENCY HOSPITAL LIMITED****CIN:** U85110UP1987PLC008792**Registered Office:** A-2 Sarvodaya Nagar, Kanpur- 208005, Uttar Pradesh**Tel:**+91-0512-350-2480, **Email :** company.secretary@regencyhealthcare.in**Website:** www.regencyhealthcare.in**34<sup>th</sup> Annual General Meeting - 27<sup>th</sup> October 2023**

Registered Folio No./ DP ID no. / Client Id no.:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of shares held

--	--	--	--	--	--	--	--	--

I certify that I am a member/proxy/ authorized representative for the member of the Company.

I hereby record my presence at the 34th Annual General Meeting of the Company, to be held on Friday, the 27th day of October 2023 at 11:30 A.M. (IST) at the Corporate Office of the Company at B-5 Sarvodaya Nagar Kanpur-208005, Uttar Pradesh.

.....  
Name of the member/ proxy  
(In BLOCK letters).....  
Signature of the member/ proxyNote: Please fill this attendance slip and hand it over at the entrance of the meeting hall.  
Members are requested to bring their copies of the Annual Report to the AGM.



## Route Map of the Venue

