



## 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](mailto:company.secretary@regencyhealthcare.in)

**Website:** [www.regencyhealthcare.in](http://www.regencyhealthcare.in)

NOTICE is hereby given that the **35<sup>th</sup> Annual General Meeting (“AGM”)** of Regency Hospital Limited will be held on Thursday, the 26<sup>th</sup> day of September 2024 at 09:30 a.m. (IST) at the registered office of the Company situated at A-2, 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 (a) the Audited Financial Statement of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2024 and the report of Auditors thereon and, in this regard, to consider and if thought fit, pass the following resolutions as **Ordinary Resolutions:**

(a) **“RESOLVED THAT** the Audited Financial Statement of the Company for the Financial Year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2024, and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

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

To appoint a Director in place of Dr. Rashmi Kapoor (DIN: 01818323), who retires by rotation and being eligible, offers herself for re-appointment and, in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Rashmi Kapoor (DIN: 01818323), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.

### **SPECIAL BUSINESS**

#### **Item No. 3 - Ratification of Remuneration to Cost Auditors**

To 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 2025 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to Mr. Rishi Mohan Bansal, Cost Accountants (Registration No.:

102056), who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year ending 31 March 2025, amounting to Rs. 30,000 (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

**Item No. 4 – Regularization of Additional Non-Executive Director Mr. Anil Wadhwa (DIN: 08074310), as a Non-Executive Director of the Company**

To regularize Additional Non-Executive Director Mr. Anil Wadhwa (DIN: 08074310), as a Non-Executive Director of the Company and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Article 76 of Articles of Association of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Anil Wadhwa (DIN: 08074310), who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors with effect from 27 January 2024, and who holds office up to the date of the Annual General Meeting, be and is hereby appointed as a Non- Executive Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

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

**Yogi Srivastava  
Company Secretary & Compliance Officer**

**Place: Kanpur  
Date: 3 September 2024**

**NOTES:**

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) , in respect of business to be transacted at the 35<sup>th</sup> Annual General Meeting (“AGM”), as set out under Item Nos. 3 and 4 above and the relevant details of the Directors as mentioned under Item Nos. 2 and 4 above as required under Secretarial Standard 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 AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf. Such a proxy need not to be a 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 and corporate members intending to send their authorized representatives to attend the AGM are requested to provide a certified copy (in PDF or JPEG format) of the Board Resolution authorizing their representatives to attend and vote at the AGM, in accordance with Section 113 of the Act by sending an 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 Notice of AGM along with Proxy Form and Attendance Slip, are 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 same. For Members who have not registered their e-mail addresses, a physical copy of the aforementioned documents is being sent by the permitted modes. Members may note that the 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. Members seeking any information with regard to any matter to be placed at the AGM are requested to write to the Company at [company.secretary@regencyhealthcare.in](mailto:company.secretary@regencyhealthcare.in).
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), 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 [company.secretary@regencyhealthcare.in](mailto:company.secretary@regencyhealthcare.in) Tel. #0512- 3502661.

16. The remote e-voting period will commence on Sunday, 22 September 2024 at 9.00 a.m. IST and will end on Wednesday, 25 September 2024 at 5.00 p.m. IST. During this period, members holding shares either in physical form or in dematerialized form, as on Thursday, 19 September 2024 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 purposes only. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility during the period commencing from Sunday, 22 September 2024 at 9.00 a.m. IST and will end on Wednesday, 25 September 2024 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.
17. 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.
18. 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 [www.regencyhealthcare.in](http://www.regencyhealthcare.in).

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

The Remote e-voting period begins on Sunday, 22 September 2024 at 09.00 a.m. and ends on Wednesday, 25 September 2024 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., Thursday, 19 September 2024 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 Thursday, 19 September 2024.

**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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 <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.</li> </ol>

	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. The 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 use 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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</p>

	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
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**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:
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*****.
For Members who hold shares in demat account	16 Digit Beneficiary ID



with CDSL.	For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
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 the 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, the 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 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](mailto:sksco2001@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 Mr. Amit Vishal, Assistant Vice President, or Ms. 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 email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ([company.secretary@regencyhealthcare.in](mailto:company.secretary@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 ([company.secretary@regencyhealthcare.in](mailto:company.secretary@regencyhealthcare.in)). If you are an Individual shareholder 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

### In terms of Section 102 of the Companies Act, 2013

#### **Resolution no. 3**

The Board of Directors of the Company at their meeting held on 3 September 2024, based on the recommendation of the Audit Committee, appointed Mr. Rishi Mohan Bansal (Registration No. 102056), as the Cost Auditors of the Company for the audit of the cost records maintained by the Company for the financial year ending 31 March 2025, at a remuneration not exceeding Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (collectively referred to as “the Cost Audit Rules”). The overall remuneration proposed for the Cost Auditors for the financial year ending 31 March 2025 is commensurate with the scope of the audit to be carried out by the Cost Auditors. Mr. Rishi Mohan Bansal, Cost Accountants, has confirmed that they hold a valid certificate of practice and are free from any disqualifications specified under the provisions of the Act. In accordance with the provisions of Section 148(3) of the Act, read with the Cost Audit Rules, the remuneration payable to Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, the consent of the shareholders is sought for ratification of the remuneration payable to the Cost Auditors. The Board of Directors, based on the recommendation of the Audit Committee, propose the ratification of the remuneration payable to Rishi Mohan Bansal as the Cost Auditors of the Company for the financial year ending 31 March 2025 and recommend the Ordinary Resolution as set out in Resolution No. 3 of this Notice for approval by the members of the Company

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

#### **Resolution no. 4**

The Board of Directors of the company had appointed Mr. Anil Wadhwa (DIN: 08074310) as an Additional (Non-Executive) Director of the Company with effect from 27 January 2024, pursuant to the provisions of the Section 149, 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the ensuing Annual General Meeting. Considering the knowledge and experience of Mr. Wadhwa, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Wadhwa as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval. Brief profile of Mr. Wadhwa is as follows:

Ambassador Anil Wadhwa, who served in the Indian Foreign Service from 1979 to 2017, has extensive experience in diplomacy, management, and international economics. He has held various high-level positions, including Indian Ambassador to Italy, Thailand, Oman, Poland, Lithuania, and San Marino, and has been posted to key diplomatic offices in China, Hong Kong, and the UN. Notably, he served as Joint Secretary for Russia and Central Europe, and as Permanent Representative to the FAO, IFAD, and WFP, where he was Chairman of the WFP Board.

Mr. Wadhwa was also involved in the establishment of the OPCW in The Hague and has expertise in economic diplomacy, including the negotiation of significant trade agreements like the MFN Agreement



between India and China. He has contributed to increasing trade and investments between India and several countries. Currently, he is a partner at India Pathfinders Strategic Advisers, a Distinguished Fellow at the Vivekananda International Foundation, and serves as an Independent Director on several boards. He also authored the Australia Economic Strategy Report and continues to be a key figure in international trade and investment.

Accordingly, the consent of the shareholders is sought for regularization of Additional Non-Executive Director Mr. Anil Wadhwa (DIN: 08074310), as a Non-Executive Director of the Company and recommend the Ordinary Resolution as set out in Resolution No. 4 of this Notice for approval by the members of the Company.

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

## ANNEXURE

### Details of the Directors seeking appointment/re-appointment in accordance with the provisions of Companies Act, 2013 and Secretarial Standard-2 (SS-2) Issued by Institute of Company Secretaries of India

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**Dr. Rashmi Kapoor**

Whole Time Director (DIN: 01818323)

**Age (in years):** 67

**Qualification, Experience & Expertise:** Dr. Rashmi Kapoor, M.B.B.S, M.D, 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.

**Terms & Conditions of Appointment/ Re-appointment:** Re-appointment in terms of Section 152(6) of the Companies Act, 2013

**Remuneration last drawn:** Rs. 9.24 Mn and other terms as per resolution passed at the Annual General Meeting 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, Chief Executive Officer

**Number of Meetings of the Board attended during the year:** Already being disclosed in Board's Report forming part of Annual Report 2023-24.

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

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

**Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company**

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

**Mr. Anil Wadhwa**

Additional Director, DIN: 08074310

**Age (in years):** 67

**Qualification, Experience & Expertise:** Ambassador Anil Wadhwa, who served in the Indian Foreign Service from 1979 to 2017, has extensive experience in diplomacy, management, and international economics. He has held various high-level positions, including Indian Ambassador to Italy, Thailand, Oman, Poland, Lithuania, and San Marino, and has been posted to key diplomatic offices in China, Hong Kong, and the UN. Notably, he served as Joint Secretary for Russia and Central Europe, and as Permanent Representative to the FAO, IFAD, and WFP, where he was Chairman of the WFP Board.

Mr. Wadhwa was also involved in the establishment of the OPCW in The Hague and has expertise in economic diplomacy, including the negotiation of significant trade agreements like the MFN Agreement between India and China. He has contributed to increasing trade and investments between India and several countries. Currently, he is a partner at India Pathfinders Strategic Advisers, a Distinguished Fellow at the Vivekananda International Foundation, and serves as an Independent Director on several boards. He also authored the Australia Economic Strategy Report and continues to be a key figure in international trade and investment.

**Terms & Conditions of Appointment/ Re-appointment:** Non-Executive Director, Liable to retire by rotation

**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:** 27 January 2024

**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:** Already being disclosed in Board's Report forming part of Annual Report 2023-24.

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

1. Galfar Engineering & Contracting (India) Private Limited
2. AGI Greenpac Limited
3. Cosmo First Limited

**Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company**

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](mailto:company.secretary@regencyhealthcare.in)

**Website:** [www.regencyhealthcare.in](http://www.regencyhealthcare.in)

**Annual General Meeting – 26 September 2024**

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 Annual General Meeting of the Company, to be held on Thursday, the 26 day of September, 2024 at 09:30 a.m. (IST) at the Registered Office of the Company at A-2 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
<b>Ordinary business</b>				
1.	Adoption of financial statements			
2.	Re-appointment of Director			
<b>Special business</b>				
3.	Ratification of Remuneration to Cost Auditors			
4.	Regularization of Additional Non-Executive Director Mr. Anil Wadhwa (DIN: 08074310), as a Non-Executive Director of the Company			

Signed this .....day of.....2024.

Affix Revenue Stamp of not Less Than Rs. 1
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.....  
Signature of the member

.....  
Signature of the proxy holder(s)

**Notes:**

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY-EIGHT HOURS before the commencement of the Meeting. A Proxy need not be a Member of the Company.
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](mailto:company.secretary@regencyhealthcare.in)**

**Website: [www.regencyhealthcare.in](http://www.regencyhealthcare.in)**

**Annual General Meeting – 26 September 2024**

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

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No. of shares held:

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

I hereby record my presence at the Annual General Meeting of the Company, to be held on Thursday, the 26 day of September 2024 at 09:30 a.m. (IST) at the Registered Office of the Company at A-2 Sarvodaya Nagar Kanpur-208005, Uttar Pradesh.

.....

.....

Name of the member/ proxy  
(In BLOCK letters)

Signature of the member/ proxy

- Note: a) Please fill in this attendance slip and hand it over at the entrance of the meeting hall.  
b) Members are requested to bring their copies of the Notice to the AGM for reference.

**Route Map of the Venue**

