

CIN: U85110AS1995PTC004617
EMAIL ID: nemcare_hospital@rediffmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty-Fifth (25th) Annual General Meeting** of the Members of "**M/s North East Medical Care And Research Centre Pvt. Ltd.**" will be held through Video Conferencing, on **Friday the 18th Day of September, 2020** through CDSL (via link : www.evotingindia.com.) at **11:00 A.M** for which purpose the Registered Office of the Company situated at Nemcare Hospital, G.S. Road, Bhangagarh, Guwahati, 781005, India shall be deemed as the venue for the Meeting and the proceedings of AGM shall be deemed to be made thereat, to transact the following businesses:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the Company along with the Consolidated Audited Financial Statement for the year ended **31st March, 2020** and the Reports of the Directors' and Auditor's thereon.

"RESOLVED THAT the Audited Financial Statements (along with the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted."

2. To declare dividend @ 15% on the value of the Equity shares held for the year ended 31st March, 2020

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend @ 15 % on the value of Equity shares paid on pro-rata basis be and is hereby approved and declared out of the General Reserves of the Company for the year ended 31st March, 2020."

3. To declare dividend @ 10% on the value of the Cumulative Non-Convertible Redeemable Preference Shares held for the year ended 31st March, 2020.

"RESOLVED THAT the payment of preference dividend @ 10% on the value of 10% Cumulative Non-Convertible Redeemable Preference Shares of face value of Rs. 100 each fully on pro-rata basis as per the terms of issuance be and is hereby confirmed for the Financial Year 2019-20."

SPECIAL BUSINESS:

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

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"RESOLVED THAT pursuant to the provisions of Section 152(2) and any other applicable provisions of the Companies Act, 2013 including any Statutory Modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Sazid Ahmed (DIN: 08660227) who was appointed under Section 161(1) on 07/01/2020 as Additional Director and whose term expires on this ensuing Annual General Meeting (AGM), be and is hereby appointed as Director of the Company."

By Order of the Board of Directors
For M/S NORTH EAST MEDICAL CARE AND RESEARCH CENTRE PRIVATE LIMITED



Hiteswar Baruah
(Managing Director)
DIN: 01157669

Date: 26/08/2020
Place: Guwahati

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. In view of the COVID 19 pandemic, in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company at nemcarehospital.in and also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e www.evotingindia.com.
3. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
4. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, the Company has engaged the services of CDSL to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
5. The facility of e-voting through the same portal provided by CDSL will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who cast their votes by remote e-voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.
6. Voting rights of the members (for voting through remote e-voting or e-voting system provide in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 20/08/2020. A person, whose name is recorded in the Register of Members (as at the end of the business hours) as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e- voting system provide in the Meeting.

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7. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company.
8. The meeting allows two way teleconferencing for the ease of participation of the members.
9. Attendance of the members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
10. All the efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the meeting,
11. In accordance with the aforementioned MCA Circulars, the Company has availed the services of CDSL for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 - a. The login-id and password for joining the meeting has been separately provided along with this Notice;
 - b. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled, to start the meeting (i.e. 15 minutes before 11:00 a.m) and shall not be closed till the expiry of 15 minutes after such scheduled time (i.e. 15 minutes after 11:00 a.m). Members are requested to join the meeting within the specified time period.
 - c. Members to furnish their folio number for easy identification of attendance at the Meeting;
 - d. Queries, if any on the businesses covered under the Notice may be sent to the Company at **office.nemcare@gmail.com** at least ten days prior to the meeting, so that the answers may be made readily available at the meeting.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
13. In view of the MCA Circulars, no proxy shall be appointed by the members. However, corporate members are required to send to the Company/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.

15. The Board of Directors has appointed M/s Biman Debnath & Associates as the Scrutinizer for the purpose of scrutinizing the remote e- voting and e- voting system provide in the Meeting in a fair and transparent manner.
16. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form. Members seeking to inspect such documents can send an email to office.nemcare@gmail.com
17. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2019-20 shall also be available on the Company's website i.e at **nemcarehospital.in**.
18. The results of remote e-voting and e-voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard.
19. The results declared along with the report of the scrutinizer shall be placed on the Company's website at **nemcarehospital.in** and on the website of CDSL at www.evotingindia.com immediately after the result is declared by the Chairman. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
20. Members are requested to contact the Company at office.nemcare@gmail.com for reply to their queries/ redressal of complaints, if any.
21. Members are requested to submit their PAN details to the Company.
22. Pursuant to MCA General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the Company. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country vide dispatch of cheque.
23. Instructions for voting through electronic means (e-voting) & other instructions relating thereto are as under:

A. INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- a. The voting period begins on 14th September, 2020 from 09.00 A.M and ends on 17th September, 2020 at 05.00 P.M. During this period shareholders' of the Company as on the cut-off date (record date) of 20/08/2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on "Shareholders" module.
- e. Then enter your User ID, Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

For Shareholders holding shares in Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided separately to them in their respective mail Ids.

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Shareholders holding shares in physical form will then directly reach the Company selection screen and the details can be used only for e-voting on the resolutions contained in this Notice.

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- k. Click on the EVSN for the relevant Company Name i.e **North East Medical Care And Research Centre Pvt Ltd** on which you choose to vote.
 - l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - r. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, PAN (self attested scanned copy of PAN card) by email to Company at **office.nemcare@gmail.com**

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C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at office.nemcare@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at office.nemcare@gmail.com. These queries will be replied to by the company suitably by email.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

- a. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.

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- b. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- c. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

E. Note for Non - Individual Shareholders and Custodians

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at csbimandebnath@gmail.com and to the Company at the email address viz;

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office.nemcare@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr.Nitin Kunder (022-23058738) or Mr.Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

ITEM NO.4: (UNDER SPECIAL BUSINESS)

The Board of Directors of the Company had appointed Mr. Sazid Ahmed as an Additional Director of the Company in their meeting held on 07/01/2020. His term of appointment expires at this ensuring AGM of the Company. Mr. Sazid Ahmed has given the declaration that he is not disqualified to be appointed as the Director of the Company.

The Company has received a Notice from a Shareholder of the Company proposing the appointment of Mr. Sazid Ahmed.

The Copy of the Articles of Association of the Company along with the declaration given by Mr. Sazid Ahmed is available for inspection at the Registered office of the Company on all days during the working hours upto the date of Meeting.

Your Directors recommends his appointment as Director in the Board of the Company.

None of the Directors of the Company are interested in this resolution.

By Order of the Board of Directors
For M/S NORTH EAST MEDICAL CARE AND RESEARCH CENTRE PRIVATE LIMITED



Hiteswar Baruah
(Managing Director)
DIN: 01157669

Date: 26/08/2020
Place: Guwahati