

NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Eighth (28th) Annual General Meeting of the Members of "M/s North East Medical Care And Research Centre Pvt. Ltd." will be held on Thursday the 21st Day of September, 2023 at 11.00 A.M at The Greenwood, Dr. Bhabendra Nath Saikia Road, Beltola Basistha, in front of Ratnamouli Palace, Beltola Tiniali, Guwahati-781028, Assam, India, 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, 2023 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, 2023 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 @ 18% on the value of the Equity shares held for the year ended 31st March, 2023

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend @ 18 % 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, 2023."

3. To declare dividend @ 10% on the value of the Cumulative Non-Convertible Redeemable Preference Shares held for the year ended 31st March, 2023.

"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 2022-23."

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, including statutory modifications or re-enactments thereof, enabling provisions of Memorandum and Articles of Association of the Company and other law, notifications and regulations as may be applicable, the Authorised Share Capital of the Company be and is hereby increased from existing Rs.8,00,00,000/-(Rupees Eight Crore only) to Rs.13,00,00,000/- (Rupees Thirteen Crore only) by creation of 5,00,000 (Five Lakh) new 10% Cumulative Redeemable Non-Convertible Preference Shares of Rs.100/- each.”

“RESOLVED FURTHER THAT consequent to the resolutions aforesaid the existing Clause V of the Memorandum of Association of the Company be and is hereby modified and is substituted by the following new clause:”

V. The Authorised Capital of the Company is 13,00,00,000 (Thirteen Crore only) consists of Rs. 3,00,00,000 (Rupees Three Crore) Equity shares divided into 3,00,000 (Three Lakh) Equity Shares of Rs. 100/- each (Rupees Hundred only) and Rs 10,00,00,000 (Rupees Ten Crore) divided into 10,00,000 (Ten Lakh) 10% Preference Share of Rs. 100/- each (Rupees Hundred only).

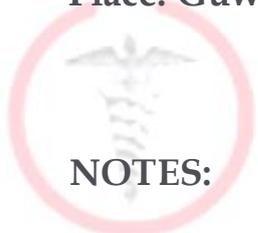
“RESOLVED FURTHER THAT Dr. Hiteshwar Baruah, Managing Director of the Company be and is hereby authorized to file the necessary forms and returns with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed expedient/necessary to give effect to the above resolution.”

**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: 21.08.2023
Place: Guwahati**



**NEMCARE
HOSPITAL**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED WHICH, IF USED, SHOULD BE DEPOSITED WITH THE COMPANY DULY EXECUTED NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2. MEMBER DESIROUS OF OBTAINING ANY INFORMATION CONCERNING THE ACCOUNTS AND OPERATIONS OF THE COMPANY ARE REQUESTED TO ADDRESS THEIR QUESTIONS IN WRITING TO THE COMPANY AT LEAST 10 DAYS IN ADVANCE BEFORE THE DATE OF ANNUAL GENERAL MEETING, SO THAT THE INFORMATION REQUIRED MAY BE AVAILABLE AT THE MEETING.**

3. SHAREHOLDERS ARE REQUESTED TO KINDLY BRING THEIR COPIES OF ANNUAL REPORT TO THE MEETING.
4. THE EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013, IS ANNEXED HERETO AND ALL DOCUMENTS REFERRED TO IN THE SAME WILL BE OPEN FOR INSPECTION BY MEMBERS, AT THE REGISTERED OFFICE OF THE COMPANY DURING NORMAL WORKING HOURS UP TO THE DATE OF THE ANNUAL GENERAL MEETING.

ORDINARY RESOLUTION NO.01:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The Board was apprised that in view of the growing operations of the Company which necessitates increased working Capital investments, as the fund requirements of the Company have continued to rise. It has therefore been considered desirable to increase the Authorised Share Capital of the Company to bring it at par with the magnitude of the Company's operations and the size of its undertaking. The existing authorised capital of the Company is 8,00,00,000 (One Eight Crore only) consists of Rs. 3,00,00,000 (Rupees Three Crore) Equity shares divided into 3,00,000 (Three Lakh) Equity Shares of Rs. 100/- each (Rupees Hundred only) and Rs 5,00,00,000 (Rupees Five Crore) divided into 5,00,000 (Five Lakh) 10% Preference Share of Rs. 100/- each (Rupees Hundred only). Therefore it is proposed to increase the Authorised Share Capital of the Company from Rs.8,00,00,000/- (Rupees Eight Crore only) to Rs.13,00,00,000/- (Rupees Thirteen Crore only) by creation of 5,00,000 (Five Lakh) new 10% Cumulative Redeemable Non-Convertible Preference Shares of Rs.100/- each. Consequently, existing Clause V of the Memorandum of Association need to be altered as proposed in the resolution, pursuant to the provision of Section 61 read with Section 13 of the Companies Act, 2013, members approval is required for increasing the Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association of the Company.

The Board recommends the approval of the resolution in the best interest of the Company.

None of the Directors are interested or concerned in the proposed resolution except to the extent of their shareholdings.

By order of the Board of Directors,
For North East Medical Care And Research Centre Private Limited.



Hiteswar Baruah
(Managing Director)
DIN: 01157669

Date: 21.08.2023

Place:Guwahati

NEMCARE
HOSPITAL
an ISO 9001:2008 Certified Hospital