



NOIDA MEDICARE CENTRE LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF NOIDA MEDICARE CENTRE LIMITED WILL BE HELD AT DDA PARK, ADJOINING NAGARJUNA APARTMENT, MAYUR KUNJ, DELHI-110096, ON THURSDAY, THE 31ST DAY OF DECEMBER 2015, AT 9.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statement of the company for the year 2015 including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Lt. Col. Vinod Bhargava (DIN: 06752731) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company to hold the office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.
N.K. Duggal & Co., Chartered Accountants, retire at this Annual General Meeting and being eligible offers themselves for re-appointment.

SPECIAL BUSINESS

4. To appoint Mr. Manjeet S Bedi (DIN:00050414) as Non-Executive Rotational Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
RESOLVED THAT pursuant to Section 149, Section 160 and Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to other applicable Laws, Rules and Regulations, if any, consent of the Shareholders/Members be and is hereby accorded to appointment of Mr. Manjeet S Bedi as Non-Executive Director of the company liable to be retire by rotation, who was originally appointed as an Additional Director in terms of Section 161 of the Companies Act, 2013 and whose office comes to an end at this Annual General Meeting and in respect of whom the company has received notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director.
5. To appoint Mr. Udayan Arya (DIN: 00589416) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
RESOLVED THAT pursuant to Section 149, Section 160 and Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to other applicable Laws, Rules and Regulations, if any, consent of the shareholders/members be and is hereby accorded to appointment of Mr. Udayan Arya (DIN-00589416) as Independent Director of the company, who was originally appointed as an Additional Director in terms of section 161 of the Companies Act, 2013 and whose office comes to an end at ensuing Annual General Meeting and in respect of whom the company has received notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of the Independent Director, with immediate effect for a period of five consecutive years for a term up to 2020.
6. To appoint Mrs. Meghna Arya (DIN: 00589350) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
RESOLVED THAT pursuant to Section 149, Section 160 and Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to other applicable Laws, Rules and Regulations, if any, consent of the shareholders/members be and is hereby accorded to appointment of Mrs. Meghna Arya (DIN-00589350) as Independent Director of the company, who was originally appointed as an Additional Director in terms of section 161 of the Companies Act, 2013 and whose office comes to an end at ensuing Annual General Meeting and in respect of whom the company has received notice in writing under section 160 of the Companies Act, 2013, proposing her candidature for the office of the Independent Director, with immediate effect for a period of five consecutive years for a term up to 2020
7. To appoint Mrs. Amita Chaudhri (DIN: 01402346) as Woman Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
RESOLVED THAT pursuant to Section 149, Section 152, Section 160, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to other applicable Laws, Rules and Regulations, if any, consent of the shareholders/members be and is hereby accorded to appointment of Mrs. Amita Chaudhri (DIN-01402346) as Woman Director of the company, who was originally appointed as an Additional Director in terms of section 161 of the Companies Act, 2013 and whose office comes to an end at ensuing Annual General Meeting and in respect of whom the company has received notice in writing under section 160 of the Companies Act, 2013, proposing her candidature for the office of the Woman Director, with immediate effect.

Regd. Office:

**Vidyasagar Institute of Mental
Health & Neurosciences,
1, Institutional Area,
Nehru Nagar,
NEW DELHI-110065
Date : December 7, 2015
Place : Noida (U.P.)**

BY ORDER OF THE BOARD

For NOIDA MEDICARE CENTRE LIMITED

**Kumari Shashi Sinha
Company Secretary**



NOIDA MEDICARE CENTRE LIMITED

NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, is enclosed herewith and forms part of this Notice.
3. In terms of clause 49 of the Listing Agreement, the additional information on Directors seeking re-appointment at this Annual General Meeting has been provided elsewhere in this Notice.
4. Members who hold shares in electronic form are requested to notify any changes in their particulars like change in address, etc. to their respective Depository Participants immediately and Members who hold shares in physical form are requested to notify any change in their particulars like change in address, etc., to the Registrar & Transfer Agents of the Company.
5. The Register of Members and Share Transfer Book of the Company shall remain closed from Friday, the 25th day of December 2015 to Thursday, the 31st day of December 2015 (both days inclusive).
6. Copies of the Annual Report are being sent by electronic mode only to all the members whose email address are registered with the company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent by the permitted mode.
7. The Notice of the 26th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. The Register of Directors & Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Contracts or Arrangements, if any, in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The Members/Proxies are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the Meeting Place. The members who hold shares in dematerialized form are requested to bring their Client Master List/Depository Participant Statement/Delivery Instruction Slip, reflecting their Client ID and DP ID Nos for easier identification of attendance at the meeting.
12. Members are requested to intimate to the Company, queries if any, regarding Accounts/Notice at least 7 days before the Meeting at its Registered Office to enable the Management to keep the information ready at the meeting.
13. In pursuance of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and clause 35B of the Listing Agreement, the company is pleased to provide to its members the facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting by Electronic Means and the Business may be transacted through e-voting services arranged by Central Depository Services Limited. The members may cast their vote using an electronic voting system from a place other than the venue of the Annual General Meeting (Remote e-voting)
14. The e-voting will commence on Monday, 28th December 2015 at 10:00 am IST and ends on Wednesday, 30th December 2015 at 5:00 pm IST. The cut-off date for the purpose of e-voting is 25th DECEMBER 2015. Please read the instructions for e-voting given herein below before exercising your vote electronically.
15. The Company has appointed Mr. Ashutosh Kumar Pandey, Company Secretary in whole time practice, as the Scrutinizer to conduct e-voting process in a fair and transparent manner.
16. Instructions for e-voting is being given hereunder :

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two



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	<p>letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field</p> <ul style="list-style-type: none"> Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 14/08/2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN **151211007** for the relevant Company Noida Medicare Centre Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on Monday, 28th December 2015 at 10:00 am IST and ends on Wednesday 30th December 2015 at 5:00 pm IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, 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. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.nmc.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to Ms. Kumari Shashi Sinha, Company Secretary, at email id: shashi@nmc.co.in



NOIDA MEDICARE CENTRE LIMITED

ANNEXURE TO NOTICE

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

ITEM NO. 4

Mr. Manjeet S Bedi was appointed as Additional Director of the company w.e.f. 6th June 2015 and the Company has received a notice of his Candidature for the post of the Non-Executive Rotational Director. Mr. Manjeet S Bedi has got a vast experience in the area of administration and project execution. Accordingly, the Board recommends the resolution for his appointment as Non-executive rotational director, for the approval by the shareholders of the Company.

Mr. Manjeet S Bedi, being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4 except to the extent of their shareholding, if any. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange

ITEM NO. 5

Mr. Udayan Arya was appointed as an Additional Director of the company w.e.f 14th November 2015 and the Company has received a notice of his Candidature for the post of the Independent Director. Mr. Udayan Arya has got vast experience in the area of Management, Administration and Planning. Accordingly, the Board recommends the resolution for his appointment as an Independent Director, for the approval by the shareholders of the Company.

Mr. Udayan Arya, being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 except to the extent of their shareholding, if any. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

ITEM NO 6

Mrs. Meghna Arya was appointed as Additional Director of the company w.e.f. 14th November 2015 and the Company has received a notice of her Candidature for the post of the Independent Director. Mrs. Meghna Arya has got good experience in the area of Administration and Planning. Accordingly, the Board recommends the resolution for her appointment as an Independent Director, for the approval by the shareholders of the Company.

Mrs. Meghna Arya, being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 except to the extent of their shareholding, if any. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

ITEM NO. 7

Mrs. Amita Chaudhri was appointed as Additional Director of the company w.e.f. 14th November 2015 and the Company has received a notice of her Candidature for the post of the Woman Director. Mrs. Amita Chaudhri has got vast experience in the area of healthcare Administration and Planning. Accordingly, the Board recommends the resolution for her appointment as Woman Director, for the approval by the shareholders of the Company.

Mrs. Amita Chaudhri, being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives except Dr. Naveen Chaudhri is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 except to the extent of their shareholding, if any. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Details of Directors seeking Appointment/re-appointment at the ensuing Annual General Meeting:

- Lt. Col. Vinod Bhargava**
Lt. Col. Vinod Bhargava has served Indian Army for 24 years and gained varied experience in leaderships in different field of project management. Lt. Col. Vinod Bhargava is a mechanical engineer by qualification and member of Institution of Engineers.
After retirement he has served various institutions including the prestigious one, The Energy & Resources Institute (TERI). In TERI he has to his credit of more than 10 years of experience in project execution with global partners and clients across US (World Bank) Africa and Asia pacific region to leading and organizing several events on international platform which included dignitaries such as Dr. Abdul Kalam (Former President of India) Dr. Manmohan Singh (Former Prime Minister of India) and also was nominated one such successful executed project for Vishisht Seva Medal (VSM).
- Mr. Manjeet S Bedi**
Lt. Col. Manjeet S Bedi has served Indian Army for 30 years and gained varied experience in leadership in different fields of project management and Administration. He is an Electrical Engineer by Education.
- Mr. Udayan Arya**
Mr. Udayan Arya is an MBA in Marketing and Finance. He has got over 20 years of extensive experience in Business Strategy, Communication and Digital Marketing, Re-engineering and Advisory. Having worked with various business organizations of national and international fame, he has earned the reputation of an astute strategist, advisor, trainer and orator.
- Mrs. Meghna Arya**
Mrs. Meghna Arya is an MBA in HR. She has got over 18 years of extensive experience in Business Strategy, Communication and Digital Marketing etc.
- Mrs. Amita Chaudhri**
Mrs. Amita Chaudhri is an M.Sc. in Bio-Physics and has got vast experience in the area of healthcare Administration and Planning. She has got over 20 years of experience in managing affairs of the company like ours. Moreover, she has got extensive expertise and experience in Business Strategy and Communication etc.