

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF NOIDA MEDICARE CENTRE LIMITED WILL BE HELD AT DDA PARK, ADJOINING NAGARJUNA APARTMENT, MAYUR KUNJ, DELHI-110096, ON THURSDAY, THE 21<sup>ST</sup> DAY OF SEPTEMBER 2017 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 2017 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, 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. (Retd) Manjeet S. Bedi (DIN: 00050414) 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.

The companies Act, 2013 was notified with effect from 01-04-2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of the Statutory Auditors. Pursuant to section 139 of the Act and the rules made thereunder, it is mandatory to rotate statutory auditors of the company on completion of two terms of five consecutive years. The rules also lay down the rotational period that can be served by the existing Auditors depending on the number of consecutive years for which an Audit Firm has been functioning as Auditor in the same company. The incumbent auditors M/s N K Duggal & Co, Chartered Accountants (Firm Registration No-004809N) have served the company over more than 20 years before the act was notified and shall be completing the maximum number of transition period i.e. three years at the ensuing 28<sup>th</sup> Annual General Meeting.

The Audit Committee of the company has proposed and recommended the appointment of CA Keshav Prasad Bansal (Membership Number-505117) for one year i.e. for FY-2017-18. The first year of Audit will be for the FY 2017-18 which includes the audit of quarterly financial statement of the company.

In line of above the Board has also recommended appointment of said CA Keshav Prasad Bansal for one year for Financial Year 2017-18 at its meeting held on 14<sup>th</sup> day of August 2017

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), CA Keshav Prasad Bansal of Delhi (Membership Number - 505117) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. N K Duggal & Co., Chartered Accountants, Delhi (Firm Registration No.: 004809N), who have served the company over more than 20 years before the Companies Act, 2013 was notified and shall be completing the maximum number of transition period i.e. three years at the ensuing 28th Annual General Meeting, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.

### **SPECIAL BUSINESSES**

4. **To re-appoint Dr. (Major) Naveen Chaudhri (DIN:-00152598) as Chairman and Managing Director and in this regard to Consider and, if thought fit, to pass with or without modification (s) the following as Special Resolution**

**RESOLVED THAT** pursuant to Provision of Section 196, 197, Schedule V and other applicable provision of the Companies Act, 2013, read with rules and regulations made there under, consent of the General Meeting be and is hereby accorded to re-appointment of Dr. (Major) Naveen Chaudhri (DIN- 000152598) S/o Late Brig (Retd) R S Chaudhri, Resident of D-6, Sector-31, Noida-201303, Noida, Uttar Pradesh, as Chairman and Managing Director of the company with effect from 01-04-2017 for Five Consecutive Years till closure of Financial Year 2022 on below given terms and conditions:-

Major Terms and Conditions	
Salary Per Month-Minimum Remuneration	Rs. 3.5 lakh (Three Lakh Fifty Thousand) subject to such increment as the board may approve from time to time provided that the monthly salary shall not exceed Rs. 8.5 lakh (Eight Lakh Fifty Thousand) per month.
Commission	In Addition to the salary and perquisites, the managing director will be entitled to such commission based on the net profits of the company in any financial year not exceeding one percent of such profits as the Board of Directors Shall decide, having regard to the performance of the company.
Perquisites	
1. Housing	Unfurnished residential accommodation or rent free accommodation or house rent allowance as per rules of the company in lieu thereof with free use of all the facilities and amenities provided by the company .The expenditure incurred by the company on gas, electricity, water, and furnishings shall be valued as per Income tax Act,1961.
2. Medical reimbursement \allowance	Reimbursement of actual expenses for self and family and/or allowance will be paid as decided by the board from time to time.
3. Leave travel Concession/allowance	For self and family once in a year, as decided by the board from time to time.
4. Club fees	Fees payable subject to maximum of two clubs

5. Provision for drivers/drivers salary allowance	As per the rules of the company
6.Children Education Allowances	As per rules of the company.
OTHER BENEFITS	
1-Company's contribution to provident fund and Superannuation Fund/Annuity fund –	As per rules of the company.
2-Gratuity	As per rules of the company.
3-In addition to the above ,such other benefits ,amenities and facilities	As per rules of the company.
3-Company's car and Telephone-Use of the company's car and telephone at residence for official purposes	As per rules of the company.
Other Residual clause	1) Reimbursement of Expenses incurred for and on behalf of the Company in the form and capacity of Chairman and Managing Director 2) Reimbursement of Interest/Reverse Charge of Interest 3) Guarantee Fee and Commission as per the Company's Rule

RESOLVED FURTHER THAT notwithstanding anything stated in this resolution, where in any financial year closing on or after 31st March 2017, during the tenure of said Dr. (Major) Naveen Chaudhri (DIN- 00152598) as Chairman and Managing Director of the company, the company incurs a loss or its profits are inadequate, the company shall have right to pay any Remuneration but not below than the Minimum Remuneration as the circumstances warranted and that the Board shall have power to alter and vary above terms of appointment of Dr. (Major) Naveen Chaudhri as Chairman and Managing Director subject to compliance of 196, 197, Schedule V and other applicable provision of the Companies Act, 2013.

RESOLVED FURTHER THAT Dr. (Major) Naveen Chaudhri, subject to the superintendence, control and direction of the Board, shall exercise and perform such powers and duties, as the Board, shall determine from time to time.

**Regd. Office:**  
**Vidyasagar Institute of Mental**  
**Health & Neurosciences,**  
**1, Institutional Area,**  
**Nehru Nagar,**  
**NEW DELHI-110065**  
**Date : August 14, 2017**  
**Place : Noida (U.P.)**

**BY ORDER OF THE BOARD**  
**For NOIDA MEDICARE CENTRE LTD.**

**Kumari Shashi Sinha**  
**Company Secretary**

**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 Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with other applicable provisions, rules and regulations, 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 Books of the Company shall remain closed from Saturday, the 16<sup>th</sup> day of September 2017 to Thursday, the 21<sup>st</sup> day of September 2017 (both days inclusive).
6. The copies of the Annual Report is being sent in physical form to all shareholders. Further to be noted that the Annual Report is also being sent in electronic mode to those few members who have updated their email addresses with the company/Depository Participant(s) for communication purposes.
7. The Notice of the 28<sup>th</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent in physical mode to all members. It is also being sent in electronic mode to those who have updated their email addresses with the Company/Depository Participant(s).
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 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 their **ID Proof** along with the Attendance Slip duly filled in and hand over the same at the entrance of the Meeting Hall. 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 Account/Notice at least 7 days before the Meeting at its Registered Office address to enable the Management to keep the information ready at the meeting.
13. Your company is offering e-voting facility to all shareholders of the company and accordingly it has entered into an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.
14. The e-voting will commence on Monday, 18<sup>th</sup> September 2017 at 10:00 am IST and ends on Wednesday, 20<sup>th</sup> September 2017 at 5:00 pm IST. The cut-off date for the purpose of e-voting is 14<sup>th</sup> September 2017. 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. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on Monday, 18<sup>th</sup> September 2017 at 10:00 am IST and ends on Wednesday, 20<sup>th</sup> September 2017 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 (14<sup>th</sup> September, 2017) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on "Shareholders" tab.
  - (v) 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.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN 170904068** for the relevant Company "**Noida Medicare Centre Limited**" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note on Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- (xxi) In case you have 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- Instructions for members receiving the physical copy:
- (A) Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
- (B) The voting period begins on Monday, 18<sup>th</sup> September, 2017 at 10:00 am IST and ends on Wednesday 20<sup>th</sup> September 2017 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.
17. Members may also note that the Notice of the 28<sup>th</sup> Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website [www.nmc.co.in](http://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: [advcsshashi@gmail.com](mailto:advcsshashi@gmail.com) / [ashutosh@nmc.co.in](mailto:ashutosh@nmc.co.in)

#### **ANNEXURE TO NOTICE**

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

#### **Item No 4-Reappointment of Chairman and Managing Director- Dr. (Major) Naveen Chaudhri (DIN- 00152598)**

Dr. (Major) Naveen Chaudhri, Chairman and Managing Director of the Company, has been serving the company since inception. His period of office came to an end on 31st day of March 2017 and was needed to be renewed for further 5 years enabling Dr. (major) Naveen Chaudhri to hold office for 5 consecutive years w.e.f. 1st April, 2017 till closure of the Financial Year 2022 unless otherwise resolved by the Board/General Meeting in time to come. It's needless to mention that Dr. (Major) Naveen Chaudhri is having vast experience in managing affairs of ours type of the company and his contribution towards betterment of the company has been excellent so far. Further to be noted that, Directors have already proposed his re-appointment vide resolution passed at the Board Meeting held on 13-02-2017. Since the proposal in question was subject to approval of the shareholder by way of special resolution, it is being put before the General Meeting for consideration of the shareholders and pass it, if thought fit to pass, with or without modification as special resolution.

Dr. (Major) Naveen Chaudhri, being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Amita Chaudhri 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 Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.