

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF NOIDA MEDICARE CENTRE LIMITED WILL BE HELD AT DDA PARK, ADJOINING NAGARJUNA APARTMENT, MAYUR KUNJ, DELHI-110096, ON MONDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER 2019 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 2019 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2019, 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 Mr. Shailesh Sehgal (DIN: 08146172) who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Auditor 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.

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), consent of the meeting be and is hereby accorded to re-appointment of CA Keshav Prasad Bansal of Delhi (Membership Number-505117) as Statutory Auditor of the Company from conclusion of this meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting 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 BUSINESS

4. **To raise the fund through debt, Lease, Sale of Undertaking or otherwise 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 the provisions of section 180(1)(a), (b) and (c) of the Companies Act, 2013 (as amended or reenacted from time to time) and other applicable provisions if any and subject to any permission, approval or consent as may be required, consent of the shareholders be and is hereby accorded: -

- a) To borrow money as and when required from Banks, NBFCs, Financial Institution, Foreign Lenders, body corporate entity, or any other Lenders in such form and manner as may be permissible under the law for the time being in force, notwithstanding that money so borrowed together with money already borrowed may exceed the paid share capital and free reserves of the company.
- b) To sell, mortgage and/or charge any of its movable and/or immovable properties wherever situated, both present and future, or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company on such terms and conditions at such time(s) and in such form and manner as the Board in its absolute discretion thinks fit for amount not exceeding Rupees Hundred Crore at any point of time.
- c) To Create charge over assets of the company to be ranked pari passu or otherwise as may be agreed to between the concerned parties.

#### Regd. Office:

E-485, 2nd Floor,  
Near Old Police Station,  
Opposite Punit Apartment,  
New Ashok Nagar,  
Delhi-110096

**Date: August 08, 2019**

**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 of Directors seeking re-appointment at this Annual General Meeting has been provided elsewhere in the Annual Report.
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 28<sup>th</sup> day of September 2019 to Monday, the 30<sup>th</sup> day of September 2019 (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 30<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 Friday, 27<sup>th</sup> September, 2019 at 10:00 am IST and ends on Sunday, 29<sup>th</sup> September 2019 at 5:00 pm IST. The cut-off date for the purpose of e-voting is 23<sup>rd</sup> September 2019. 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 and poll process in a fair and transparent manner.
16. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on Friday, 27<sup>th</sup> September, 2019 at 10:00 am IST and ends on Sunday, 29<sup>th</sup> September 2019 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 (23<sup>rd</sup> September, 2019) 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 RA0000001 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** 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 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 Friday, 27<sup>th</sup> September, 2019 at 10:00 am IST and ends on Sunday, 29<sup>th</sup> September 2019 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 30<sup>th</sup> Annual General Meeting and the Annual Report for 2019 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: [shashi@nmc.co.in](mailto:shashi@nmc.co.in)/[ashutosh@nmc.co.in](mailto:ashutosh@nmc.co.in)

#### **ANNEXURE TO NOTICE**

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

##### **1) Item No 4- To raise the fund through debt, Lease, Sale of Undertaking or otherwise**

The members must be aware of the current financial situation of the company and accordingly may be informed that the company is in need of liquidity on urgent basis which can either be generated by way of loan or lease or sale of undertaking or otherwise. The management of the company seeks approval of the shareholders towards all available means of raising fund and accordingly the resolution in question is being put before the AGM. The shareholders are requested to consider it and pass with or without modification

None of the 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.



# NOIDA MEDICARE CENTRE LIMITED

PROXY FORM			
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]			
Name of the Member(s) : .....			
Registered Address: .....			
E-mail Id : .....			
Folio No. / Client ID No. : .....	DP ID No. ....	No of Shares Held .....	
I / We, being the member(s) of Noida Medicare Centre Limited , hereby appoint			
1) Name:.....		Email id:.....	
Address:.....			
OR Failing him/her			
2) Name:.....		Email id:.....	
Address:.....			
OR Failing him/her			
3) Name:.....		Email id:.....	
Address:.....			
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30 <sup>th</sup> Annual General Meeting of the Company to be held on Monday, the 30th Day of September 2019 at 9.00 A.M. at 9.00 a.m. at DDA Park, Adjoining Nagarjuna Apartment, Mayur Kunj, Delhi-110096 and at any adjournment thereof in respect of such resolutions as are indicated below: I wish my above proxy to vote in the manner as indicated in the box below:			
Resolution Number	Resolution	For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statement including Reports of Director and Auditors' thereon for the year 2018-19		
2	Re-Appointment of Mr. Shailesh Sehgal (DIN: 08146172) as Rotational Director		
3	Appointment of Auditor- CA Keshav Bansal (MN-505117) to hold office from conclusion of this Annual General Meeting till conclusion of the Next Annual General Meeting.		
<b>Special Business</b>			
4	To borrow money as and when required and to sell, mortgage and/or charge any of its movable and/or immovable properties wherever situated, both present and future, or to sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking of the Company and to Create charge over assets of the company to be ranked pari passu or otherwise as may be agreed to between the concerned parties		

Signature of the Shareholder(s)

Signature of the Proxy

Date:-

Date:

Place:-

Place:



# NOIDA MEDICARE CENTRE LIMITED

Attendance Slip (To be presented at the Entrance)			
<b>30<sup>th</sup> Annual General Meeting on Monday, 30<sup>th</sup> September 2019, AT 9.00 a.m. At DDA Park, Adjoining Nagarjuna Apartment, Mayur Kunj, Delhi-110096</b>			
Folio No:	:	Client Id No/DP ID No	:
Name of the Member	:	Name of the proxy Holder	:
Number of Shares Held	:	Signature	:
Note:-			
<b>1) Only Member/Proxy Holder can attend the Meeting</b>			
2) Original Copy of the ID Proof is to be shown compulsorily at the entrance			
3) Attendance Sheet shall be accompanied by self-attested copy of the ID Proof as referred in clause (2) else it shall be treated as invalid			
4) Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting			
<b>NOIDA MEDICARE CENTRE LIMITED</b> Regd. Office: E-485, 2nd Floor, Near Old Police Station, Opposite Punit Apartment, New Ashok Nagar, Delhi-110096 CIN-L24239DL1988PLC031972 <b>30<sup>th</sup> Annual General Meeting on Monday, 30<sup>th</sup> September 2019, AT 9.00 a.m. At DDA Park, Adjoining Nagarjuna Apartment, Mayur Kunj, Delhi-110096</b> <b>PAPER – MGT -12</b> <b>BALLOT PAPER/POLLING PAPER</b> [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014] (To be dropped in the Ballot Box kept at venue of AGM)			
Name of the First Named Shareholder (In BLOCK/CAPITAL LETTERS)	:		
Registered Address	:		
DP ID / Client ID* or Registered Folio No	:		
No. of equity shares held	:		
Class of shares	:		
*Applicable in case of Share held in electronic form			
I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner			
Resolution Number	Resolution	For	Against
Ordinary Business			
1	Adoption of Financial Statement including Reports of Director and Auditors' thereon for the year 2018-19		
2	Re-Appointment of Mr. Shailesh Sehgal (DIN: 08146172) as Rotational Director		
3	Appointment of Auditor- CA Keshav Bansal (MN-505117) to hold office from conclusion of this Annual General Meeting till conclusion of the Next Annual General Meeting.		
Special Business			
4	To borrow money as and when required and to sell, mortgage and/or charge any of its movable and/or immovable properties wherever situated, both present and future, or to sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking of the Company and to Create charge over assets of the company to be ranked pari passu or otherwise as may be agreed to between the concerned parties		
(Signature of the Shareholder(s))		(Signature of the Proxy)	