

WOODLANDS MULTISPECIALITY HOSPITAL LIMITED

Registered Office: 8/5, Alipore Road, Kolkata - 700 027

CIN: U85110WB2009PLC140464

Phone: 033-4033-7000; Email: finance@woodlandshospital.in;

NOTICE TO THE MEMBERS

Notice is hereby given that the Thirteenth Annual General Meeting of the members of Woodlands Multispeciality Hospital Limited will be held on Tuesday, 27th September, 2022 at 2:30 p.m. through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gautam Ray [DIN: 05125279] who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Pradip Kumar Khaitan [DIN: 00004821] as a Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“Resolved That pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 [‘the Act’] and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and those of the Board of Directors of the Company [‘the Board’] Mr. Pradip Kumar Khaitan [DIN: 00004821] who was appointed as an Additional Director of the Company by the Board of Directors effective from 28th June, 2022 in terms of section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

“Resolved Further That the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

4. **Appointment of Mr. Rajeev Takru [DIN: 00023796] as a Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“Resolved That pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 [‘the Act’] and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and those of the Board of Directors of the Company [‘the Board’] Mr. Rajeev Takru [DIN: 00023796] who was appointed as an Additional Director of the Company by the Board of Directors effective from 28th June, 2022 in terms of section 161(1) of the Act and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

“Resolved Further That the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

5. **Re-Appointment of Dr. Rupali Basu [DIN: 01778854] as Managing Director & CEO:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“Resolved That pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 [hereinafter referred to as ‘the Act’] and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee [‘NRC Committee’] and approval of the Board of Directors of the Company [‘the Board’], consent of the members of the Company be and is hereby accorded for re-appointment of Dr. Rupali Basu [DIN: 01778854] as Managing Director & CEO of the Company for a further period of two years effective from 27th May, 2022 on the terms and conditions contained in a letter to be issued to Dr. Basu in terms of the draft placed before the meeting.”

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and to resolve and settle all questions, difficulties or doubts that may arise with regard to the above resolution and to finalize and execute all agreements, documents and writings and to do all acts, deeds, matters and things in this connection and incidental as the Board in its absolute discretion may deem fit and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution.”

6. Ratification of Remuneration of the Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the remuneration of ₹ 125,000/- (plus applicable goods and services tax and reimbursement of out of pocket expenses) to be paid to M/s Shome & Banerjee, Cost Accountants, [Firm Registration No.: 000001], the Cost Auditors of the Company, as approved by the Board of Directors of the Company, for conducting the audit of cost records

for the Financial Year ending March 31, 2023, be and is hereby ratified.”

Resolved Further That the Board be and is hereby authorized to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office:

Woodlands Multispeciality
Hospital Limited

CIN: U85110WB2009PLC140464

8/5, Alipore Road,
Kolkata - 700 027

Dated : 27th June, 2022

By order of the Board

Pradip Kumar Khaitan
Director

DIN: 00004821

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, (‘the Act’) relating to Special Business(es) to be transacted at the Annual General Meeting [‘AGM’] are annexed hereto.
 - 2.A. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021 followed by Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (‘MCA Circulars’) and all other relevant circulars issued from time-to-time companies are allowed to hold AGM during the calendar year 2022 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).
- B. AGM through VC / OAVM**
- a) Members are requested to join the Thirteenth AGM through VC/OAVM mode latest by 2:15 p.m. IST by clicking on the link <https://www.evoting.nsdl.com> under members login, where the EVEN (E-voting Event Number) of the Company will be displayed, by using the remote e-voting credentials and following the procedures mentioned later in these Notes. The said process of joining the AGM will commence from 2:00 P.M. IST and may be closed at 2:45 P.M. IST, or, soon thereafter.
 - b) Members may note that the VC/OAVM Facility provided by NSDL will allow participation of all the Members.
 - c) Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views

or questions, as the case may be, along with their names, DP ID and Client ID numbers/ folio numbers, email ids and mobile numbers, to reach the Company's email address at **finance@woodlandshospital.in** latest by Saturday, 24th September, 2022 by 5.00 p.m. (IST).

- d) When a pre-registered speaker is invited to raise at the AGM his/her questions, already emailed in advance as requested in para (c) above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions.

Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.

3. Physical copies of the Notice of Thirteenth Annual General Meeting (AGM), all documents referred to in the Notice and the Annual Report for the financial year 2021-22 will be available for inspection at the Company's Registered Office from 11.00 a.m. to 1.00 p.m. on working days upto the date of the AGM.

4. **Instructions for attending the AGM**

- i) In view of the outbreak of the COVID-19 pandemic, social distancing norm has to be followed and pursuant to the MCA Circulars, physical attendance of the members at the AGM is not required and AGM has to be held through VC/OAVM. Hence, members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned in Note 2(B) above as arranged by the Company with National Securities Depository Limited (NSDL).
- ii) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
- iii) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further members

can also use the OTP based login for logging into the e-Voting system of NSDL.

- iv) Since the AGM will be held through VC/ OAVM, where physical attendance of members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Bodies Corporate(s) are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail to **debabrata@ddc.org.in** with a copy marked to **evoting@nsdl.co.in**.
- v) In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services Limited (CDSL) / NSDL ("Depositories"). Members may note that the Notice and Annual Report for the year 2021-22 will also be available on website of NSDL at **https://www.evoting.nsdl.com**.
- vi) Members whose email addresses are not registered as above can register the same in the following manner:
- a) Members holding share(s) in physical mode are requested to send the following details for registration of their email id: Folio No., Name of shareholder, Mobile no., email id and self-attested scanned copy of PAN card by email to the Registrar and Share Transfer Agent of the Company at **rta@cbmsl.com**
- b) Members holding share(s) in electronic mode are requested to register / update their e-mail addresses details as mentioned above with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
- vii) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- viii) Since AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

- ix) During the AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon logging to NSDL e-voting system at <https://www.evoting.nsdl.com>.
- x) Members who need assistance before or during the AGM with regard to use of technology, can: (a) send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 / 1800 22 44 30 or (b) contact Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in.
- xi) Members are encouraged to join the Meeting through Laptops for better experience. When the meeting is in progress, please keep your device under 'Mute' mode, except when you have pre-registered yourself as a speaker and are invited to speak at the AGM.
- xii) 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.
- xiii) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM of the Company through VC/OAVM facility.

5. Instructions for Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing the facility of remote e-voting to its Members in respect of the businesses

to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting through electronic means, as the authorized agency. The facility of casting vote by a member using remote e-voting system during the meeting on the date of the AGM will also be provided by NSDL.

The remote e-voting period begins on Saturday, the 24th September, 2022 at 9.00 A.M. and ends on Monday, the 26th September, 2022 at 5.00 P.M. The remote e-voting will not be allowed beyond the aforesaid date and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date), i.e. 20th September, 2022 may cast their vote electronically.

The voting rights of a Member/Beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity capital of the Company as on the cut-off date, being 20th September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Select “Register Online for IDeAS Portal” or click at: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/>

eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your '**initial password**'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to debabrata@ddc.org.in with a copy marked to evoting@nsdl.co.in.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.

2. Any person holding shares in physical form and/ or a non individual shareholder, who acquires share(s) of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 20th September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 20th September, 2022 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case share(s) are held in physical mode please provide Folio No., Name of shareholder, Mobile no., email id and self attested scanned copy of PAN card by email to the Registrar and Share Transfer Agent of the Company M/s. CB Management Services Private Limited or mail at rta@cbmsl.com.
2. Members holding share(s) in electronic mode are requested to register / update their e-mail addresses as mentioned above with their respective Depository Participants (“DPs”). If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. Individual shareholders holding securities in demat mode are also allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

OTHER INSTRUCTIONS

- The voting rights of the members shall be in proportion to their shares on the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 20th September, 2022.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- Mr. Debabrata Dutt, Practicing Company Secretary, (Membership No. FCS 5401) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and votes cast through the e-Voting system during the Meeting in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
- The Results of voting will be declared within 3 days from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE THIRTEENTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD THROUGH VC / OAVM ON TUESDAY, 27TH SEPTEMBER, 2022 AT 2:30 P.M. IST

Item No(s). 3 & 4:

Mr. Pradip Kumar Khaitan [DIN: 00004821] and Mr. Rajeev Takru [DIN: 00023796] completed their term of office as Independent Director(s) for a period of 5 years on 27th June, 2022.

Pursuant to the recommendations of the Nomination and Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 ("the Act") read with relevant provisions of the Articles of Association of the Company both Mr. Pradip Kumar Khaitan [DIN: 00004821] and Mr. Rajeev Takru [DIN: 00023796] were appointed as Additional Director(s)

of the Company effective from 28th June, 2022 by the Board of Directors ("the Board") at its meeting held on 27th June, 2022, to hold office up to the ensuing Annual General Meeting of the Company.

The Company has received separate notices in writing from Members proposing the candidature of Mr. Pradip Kumar Khaitan and Mr. Rajeev Takru for the office of Director(s) under the provisions of Section 160 of the Act. The aforesaid notices under section 160 of the Act as received, will be available for inspection at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. till the date of the Annual General Meeting [AGM] and the scanned copy of the same will also be accessible to participants at the AGM.

Mr. Pradip Kumar Khaitan aged about 81 years has joined the Board of Directors of the company in January, 2011. He is a B.Com (commerce graduate) and also a LLB., Attorney-at-Law (Bell Chamber Gold Medalist). His areas of specialization are Commercial and Corporate Laws, Tax Laws, Arbitration, Foreign Collaborations, Mergers & Acquisition, Restructuring and De-merger. In a career spanning over 50 years, he has held numerous senior positions in CESC Ltd., Dalmia Bharat Ltd., Dhunseri Petrochem Ltd., Electrosteel Castings Ltd., Enami Ltd., Firstsource Solutions Ltd., Graphite India Ltd., India Glycols Ltd., OCL India Ltd. He is also a member of Bar Council of India, Bar Council of West Bengal, India Council of Arbitration, New Delhi, Incorporated Law Society of Calcutta.

Mr. Rajeev Takru aged about 67 years joined the Board of Directors of the company in January, 2011. He is a B.A. (Hons.) (arts graduate). Mr. Takru has around four decades of experience in managing tea plantations and processing units. He also has in-depth exposure in other administrative functions and human resource development. He has held various senior positions in a number of Companies of Williamson Magor Group. He has been associated with McLeod Russel India Limited as its Whole Time Director since 2005. Mr. Takru also held Directorship in other companies (excluding foreign Companies) viz. Dufflaghur Investments Ltd., McLeod Russel India Ltd., Seajuli Devlopers & Finance Ltd.

Mr. Pradip Kumar Khaitan and Mr. Rajeev Takru does not hold any share in the Company either by himself or for any other person on a beneficial basis and are not related to any other Director or Key Managerial Personnel of the Company or their relatives.

The Ordinary Resolution(s) as set out under Item No(s). 3 and 4 of the Notice seeks approval of the Members for the appointment of Mr. Pradip Kumar Khaitan and Mr. Rajeev Takru as Non-Executive Director(s) of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation pursuant to Section 152 of the Act and Rules made thereunder.

The Board recommends the Ordinary Resolution(s) as set out under Item no(s). 3 and 4 of the Notice for approval of the Members.

Mr. Pradip Kumar Khaitan and Mr. Rajeev Takru are deemed to be concerned or interested in the respective resolution(s) relating to their appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives are financially or otherwise concerned or interested in the said resolution(s).

Item No. 5:

Dr. Rupali Basu was appointed as the Whole-time Director of the Company from 27th May, 2019 for a term of three (3) years. Subsequently she was elevated as Managing Director effective from 28th May, 2021 for the residual period of her initial appointment till 26th May, 2022. The Board of Directors of the Company at its Meeting held on 19th May, 2022 on the basis of recommendation of the Nomination and Remuneration Committee, re-appointed Dr. Rupali Basu [DIN: 01778854], as the Managing Director of the Company on a continuous basis for a further term of two years effective from 27th May, 2022 subject to the approval of the Shareholders and such other approvals as may be necessary.

Dr. Rupali Basu, aged about 59 years is an MBBS, DMCW, Hospital Management and has wide experience of 30 plus years in the Health Care Industry. She has worked in various leadership capacity with renowned Healthcare Institutions and Hospitals having pan India presence and was instrumental in their rhetoric growth.

During her tenure, Dr. Rupali Basu shall be entitled to receive the following remuneration subject to revision from time to time (annually and/or otherwise), by the Board/Nomination and Remuneration Committee at its discretion, subject to the revised remuneration being within the overall limits of the Act read with Schedule V:

A. Salaries & Allowances:

Basic Pay of ₹ 10,25,000/- per month

Special Allowance of ₹ 8,40,000/- per month

HRA ₹ 1,50,000/- per month

Customized Allowance Pool (including Conveyance, LTA, Medical, Club Membership, Insurance etc.)
₹ 4,00,000/- per month

Valuation of perquisites shall be done as per the Income Tax Rules, wherever applicable. In absence of any such rule, the perquisites shall be evaluated at actual cost.

B. Performance linked bonus:

Performance bonus (actual payment based on Company's performance and individual performance) as may be determined by the Board of Directors in each financial year.

C. Leave Entitlement:

Leave entitlement will be as per the policy of the Company.

D. Minimum Remuneration:

In the event of loss or inadequacy of profits of the Company during her tenure, the aggregate of salary, perquisites, allowances and other benefits payable to Dr. Rupali Basu as approved aforesaid in any financial year shall be paid to her as minimum remuneration, subject to such statutory compliances as may be required under Law.

Payment of the above remuneration to Dr. Rupali Basu has been recommended by the Nomination and Remuneration Committee of the Board duly held on 19th May, 2022 and will be in accordance with provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, as amended, as applicable.

The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board of Directors/Nomination and Remuneration Committee as it may, in its discretion, deem fit within the maximum amount payable to Dr. Rupali Basu in accordance with the provisions of the Act or any amendment made therein or with approvals as may be deemed necessary in this regard.

Neither Dr. Rupali Basu nor any of her relatives have any interest in the capital of the Company or its holding company directly or indirectly or through any other statutory structures, and does not have direct or indirect interest or related to the directors or promoters of the company or its holding company at any time during her previous tenure or on or after the date of re-appointment and possesses post graduate level qualification with expertise and specialized knowledge in the field of her profession.

The Board recommends the Resolution as set forth at Item No. 5 of the Notice for approval of the members as a Special Resolution.

Save and except Dr. Rupali Basu for whom the resolution relates to, none of the other Directors

or Key Managerial Personnel of the Company or their relatives are financially or otherwise concerned or interested in the subject resolution.

The information as required under para (iv) of item B in section II of part II of Schedule V of the Companies Act, 2013 for Item No. 5 of the Notice are given below:

I. General information:

- (1) Nature of industry: Healthcare Service
- (2) Date or expected date of commencement of commercial production: 29.12.2009
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A
- (4) Financial performance based on given indicators:

Particulars	(Amt. ₹ in Lacs)		
	Period ended 31 st March, 2020	Period ended 31 st March, 2021	Period ended 31 st March, 2022
Gross Income	15616.11	15913.87	22503.78
Profit before tax (PBT)	2094.43	1712.81	4206.65
Profit after tax (PAT)	1588.23	1264.66	3156.56

- (5) Foreign investments or collaborations, if any: N.A

II. Information about the appointee:

- (1) Background details: Dr. Rupali Basu a veteran in healthcare sector in India. She has held positions of Non-Executive Director of IQ City Narayana Multispeciality Hospital, Durgapur, prior to that as President and CEO of Apollo Hospitals Group, India and General Manager for Wockhardt Hospital Kolkata amongst many others. Dr. Rupali Basu is a medical graduate from RG Kar Medical College and has post graduate training in Health and Hospital management from Harvard and Delhi Universities. Dr. Rupali Basu is known for her pioneering work in bringing Quality Systems and Accreditation in Healthcare in India. Her contribution in developing Super speciality Tertiary Care hospital services in Eastern India specifically Cancer, Cardiac and Emergency care is instrumental in bringing back the confidence of people in healthcare in the Eastern India specifically Kolkata.
 - “Bharat Nirman Award” for exemplary contribution in the field of Administration for raising the prestige and position and society of the nation.
 - “Porter Award” for Value Based Healthcare
 - “Outstanding Leader Award” in Apollo Group of Hospitals
- (2) Past remuneration: Dr. Rupali Basu was receiving remuneration of Rs.322.95 lacs during the Financial Year 2021-22.
- (3) Recognition or awards: Dr. Rupali Basu is recipient of numerous awards and accolades to her credits. Some of the significant awards are:
 - “ET Award” on Corporate Performer
 - “Dashabhuj award” for contribution in Healthcare in West Bengal
- (4) Job profile and her suitability: Dr. Rupali Basu as CEO & Managing Director with her wide experience will provide leadership and strategic direction to the growth of the company. The academic expertise of Dr. Rupali Basu combined with Medical and Hospital management will offer best suitability to take the company’s future forward.
- (5) Remuneration proposed:

The remuneration paid/proposed to be paid is detailed herein above in the explanatory statement.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. N.A

III. Other information:

(1) Reasons of loss or inadequate profits:

The Specialty care and Elective Surgeries, was hard hit as planned surgeries were deferred or delayed due to the restrictions of Covid wave. Transportation became troublesome for the healthcare workers because of dwindling number of transport options despite efforts by the government to keep resources available, remained a challenge. The Hospital continues to face manpower challenges like the ratio of Doctor:Patient and Nurses:Patient still fall short with the global norm.

(2) Steps taken or proposed to be taken for improvement:

The Company has initiated sustainable efforts to increase awareness among the patients in and around Kolkata and will continue to invest in marketing and branding activities to promote key specialities and centre of excellence offering best in class treatment to the Patients.

The Company having its strong brand presence expanded to International markets and trying to attract regular patient flows from the neighbouring international territories.

The Company has taken initiatives to re-work commercials with Preferred Providers Network and are in the final stages of closure of contract terms which offers commercial feasibility. This empanelment will increase steady patient flow and support gradual increase and growth in the business.

(3) Expected increase in productivity and profits in measurable terms:

The Company will continue to focus on Key Specialities with empanelment of renowned Doctors and advanced medical infrastructure to offer quality treatment to the patients. In addition, building strong association with Corporates, Growth of Insurance sector and International market expansion will lead to scalable growth of business.

Item No. 6:

The Board of Directors by a Resolution at its meeting held on 27th June, 2022 has appointed M/s. Shome & Banerjee, Cost Accountants [Firm Registration No.: 000001] as the Cost Auditors to audit the applicable cost records of the Company for the financial year ending March 31, 2023 and also approved a remuneration of ₹ 1,25,000/- [Rupees One Lakh Twenty Five Thousand only] plus out of pocket expenses and applicable taxes for conducting the said audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be approved by the Board of Directors and subsequently ratified by the Members of the Company. Accordingly, the remunerations payable to M/s Shome & Banerjee, Cost Accountants, for conducting the cost audit for the financial year ending 31st March, 2023 as approved by the Board of Directors, is being placed before the Members for ratification.

The Board recommends adoption of the resolution by the Members.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are financially or otherwise concerned or interested in the subject resolution.

Registered Office:
Woodlands Multispeciality
Hospital Limited
CIN: U85110WB2009PLC140464
8/5, Alipore Road,
Kolkata - 700 027
Dated: 27th June 2022

By order of the Board
Pradip Kumar Khaitan
Director
DIN: 00004821

