



Royalcare Super Speciality Hospital Limited

CIN : U85100TZ2012CO18984

Door No. 1/520, Neelambur, Suler, Coimbatore - 641 062. Tel : 0422 2227126

E-mail : royalcare.acc@gmail.com web : www.royalcarehospital.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **Extra-Ordinary General Meeting of the Members of ROYALCARE SUPER SPECIALITY HOSPITAL LIMITED** will be held on **Saturday the 11th day of June, 2022 at 03.00 P.M** at Conference Hall, Near Main Gate, at the Registered Office of the Company situated at **Door No.1/520, Neelambur, Suler Taluk, Coimbatore-641062**, to transact the below business:

SPECIAL BUSINESS:

1. TO INCREASE THE BORROWING LIMIT FROM RS.600 CRORES TO RS. 900 CRORES

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

“RESOLVED THAT in supersession of the earlier Resolution passed for the purpose of borrowing limit of Rs. 600 Crores at the Extra-Ordinary General Meeting of the Company held on 9th December, 2020 and pursuant to the provisions of Section 180(1)© and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **Rs.900.00 Crores (Rupees Nine Hundred Crores Only)** [including the monies already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves”.

“RESOLVED FURTHER THAT Dr. K. Madeswaran, Managing Director (DIN: 06389218) of the company be and is hereby authorized to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary expedient and incidental thereto for giving effect to this resolution”.

2. TO SEEK APPROVAL FOR CREATION OF CHARGE OVER THE ASSETS OF THE COMPANY FROM RS.600 CRORES TO RS. 900 CRORES.

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

“RESOLVED THAT in supersession of the earlier Resolution passed for the purpose of creation of charge over the assets of the company for Rs.600 Crores at the Extra-Ordinary General Meeting of the Company held on 9th December, 2020 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities and subject to such terms and conditions as may be imposed by them, consent of shareholders of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall also include a committee thereof), to mortgage / charge and / or also to create liens, charges and all other encumbrances of whatsoever nature on all or any of the Company's immovable and movable properties and the whole or substantially the whole of all or any of the undertakings of the Company, where-so-ever situate, present and future, together with power to take over the management of the business and concern of the Company in certain events, in such form and in such manner as the Board may think fit and proper, in favour of Banks / Institutions / other lenders / trustees of the holders of securities, aggregating to a nominal value not exceeding **Rs. 900.00 Crores (Rupees Nine Hundred Crores Only)** [including the money already borrowed by the Company] to be issued from time to time in one or more tranches under its borrowing powers, to secure the principal amount together with interest, compound interest and all costs, charges and expenses and all other monies as may become due and payable by the Company, in that behalf and to vary or modify existing securities, from time to time, in such manner and in such form on all or any of the properties or part of any of the property and the undertakings of the Company, both present and future, as may be decided by the Board and as agreed to by the said banks / institutions / other lenders / trustees of the holders of securities issued hereunder and the existing or future series of debentures / bonds or other lenders, bankers and Financial Institutions, both present and future, to secure existing series of debentures, loans, financial facilities as may be obtained by the Company from time to time and as may be deemed appropriate by the Board”.

“RESOLVED FURTHER THAT Dr. K. Madeswaran, Managing Director (DIN: 06389218) of the company be and is hereby authorized to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary expedient and incidental thereto for giving effect to this resolution”.

3. TO SEEK APPROVAL FOR GIVING THE CORPORATE GUARANTEE IN CONNECTION WITH CREDIT FACILITY GRANTED BY HDFC BANK LTD TO M/S. RMC MEDICAL SERVICES PRIVATE LTD.

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

RESOLVED that pursuant to Section 185 & 186 and other applicable provisions if any, of the Companies Act, 2013, including and statutory modifications or re-enactments thereof, for the time being in force, read with relevant rules framed thereunder and subject to such approvals, consents, sanction and permissions as may be necessary, consent of the members be and is hereby accorded to provide Corporate Guarantee to **M/S. RMC MEDICAL SERVICES PRIVATE LTD, No. 377, Dr.Nanjappa Road, Gandhipuram, Coimbatore-641018** (hereinafter referred to as “borrowing Company”) **in favour of HDFC Bank Ltd to the extent of Rs 35.69 Crores (Rupees Thirty Five Crores and Sixty Nine Lakhs Only)** to be utilised for the principal business of the borrowing company, a company in

which the director(s) of the company is interested in.”

FURTHER RESOLVED THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the company (hereinafter referred to as the “ Board”, which term shall be deemed to include any committee thereof) be and is hereby authorize to negotiate, finalise and agree the terms and conditions of the aforesaid loan, and to take all necessary steps, to execute all such documents, deeds, and instruments, and writing to do all such acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto, as the Board, may think fit and suitable.

RESOLVED FURTHER THAT Dr. K. Madeswaran, Managing Director (DIN: 06389218) and or Dr.K. Chockalingam, Director (DIN: 02558069) of the company be and are hereby authorized to sign and execute all such documents, deeds, necessary E- Form with appropriate authorities and to do all such

For and on Behalf of the Board

Place: Coimbatore

Date: 28.04.2022

(Sd/-) **K. Rangasamy**
Company Secretary

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself, and the proxy need not be a member.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copy of notice of the E.G.M. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
7. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. S.K.D.C Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
8. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Extra Ordinary General Meeting of the Company.

EXPLANATORY STATEMENT :

ITEM NO. 1 & 2

TO INCREASE THE BORROWING POWER AND CREATION OF CHARGE OVER THE ASSETS OF THE COMPANY.

As per the provisions of Section 180(1)© of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose unless the Shareholders have authorized the Board to borrow the monies up to some higher limits. As per the resolution to be passed by members of the company, the Board is empowered to borrow up to a sum of **Rs.900.00 Crores (Rupees Nine Hundred Crores Only)** [including the monies already borrowed by the Company].

The members may aware that in pursuance of the provisions of Section 180 of the Companies Act, 2013, the consent of the members of the Company by way of Special Resolution at the Extra-Ordinary General Meeting held on 9th December, 2020 have been obtained that the Board of Directors to exercise, the powers to borrow for the purpose of business apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, a sum or sums of money not exceeding Rs. 600 Crore (Rupees Six Hundred Crore only).

In order to finance the growth in the business of the Company, it is proposed to enhance the power of Board of Directors to borrow up to a sum not exceeding **Rs.900 Crores (Rupees Nine Hundred Crores Only)** [including the monies already borrowed by the Company] in terms of Section 180(1) (c) of the Companies Act, 2013. Hence, the approval of the members of the Company is being sought for the resolution set-out under Item no.1 by way of Special Resolution.

In view of aforesaid proposal to borrow funds from time to time, the Company may have to secure the borrowing by way of mortgage / charge over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the Companies Act, 2013 the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company subject to the prior approval of members in the Extra-Ordinary General Meeting by way of Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

The Board recommends the special resolution set out in Item no. 1 & 2 of notice for the approval of the members.

ITEM NO.3

TO SEEK APPROVAL FOR GIVING CORPORATE GUARANTEE TO HDFC BANK LTD ON BEHALF OF M/S. RMC MEDICAL SERVICES PRIVATE LTD.

Based on the request from **M/S. RMC MEDICAL SERVICES PRIVATE LTD**, the Board of Directors during their meeting held on 28.04.2022, has decided, subject to approval of the shareholders of the company to **provide Corporate Guarantee limits of Rs.35.69 Crores** for credit facility granted by HDFC Bank Ltd, 590, DB Road, Near to Savitha Hall, Coimbatore- 641 002 to **M/S. RMC MEDICAL SERVICES PRIVATE LTD ("Borrowing Company")** and being utilised for its principal business activities.

Dr. K. Madeswaran, Managing Director (DIN: 06389218) and **Dr.K. Chockalingam, Director (DIN : 02558069)** of the company are also Directors of **M/s. RMC MEDICAL SERVICES PRIVATE LTD** and they may be deemed to be interested in the proposed transaction.

Accordingly, necessary resolution is being placed by considering the above corporate guarantee limit of Rs. 35.69 Crores and interested directors, for the approval of the members of the company as required under section 185 (2) & 186 (2) of the Companies Act, 2013.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolution except **Dr. K. Madeswaran, Managing Director (DIN: 06389218)** and **Dr.K. Chockalingam, Director (DIN : 02558069)** are concerned or interested in this resolution

For and on Behalf of the Board

Place: Coimbatore

Date: 28.04.2022

(Sd/-) **K. Rangasamy**

Company Secretary



Royalcare Super Speciality Hospital Limited

CIN: U85100TZ2012PLCO18984

Door No. 1/520, Neelambur, Sulur, Coimbatore - 641 062

ATTENDANCE SLIP EXTRA-ORDINARY GENERAL MEETING

Folio No. / Demat A/c. No.	
No. of Shares	
Name of the Member	
Name of the Proxy	

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the company held at **CONFERENCE HALL, NEAR MAIN GATE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DOOR NO.1/520, NEELAMBUR, SULUR, COIMBATORE - 641062.** on Saturday, 11th June, 2022 at 3.00 P.M.

Member's / Proxy's Signature

Note:

Please fill this attendance slip and hand it over at the entrance of the hall.



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Door No. 1/520, Neelambur, Sulur, Coimbatore - 641 062

FORM No. MGT-11

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. / Demat A/c. No.	

I/we being the member(s) of **Royalcare Super Speciality Hospital Limited** shares of the above named Company, hereby appoint

1. Name : _____

Address : _____

Email Id : _____

Signature : _____ Or failing him

2. Name : _____

Address : _____

Email Id : _____

Signature : _____

As my proxy to attend and vote (on a poll) for me and on my behalf at the **EXTRA-ORDINARY GENERAL MEETING** of the company to be held on Saturday, 11th June, 2022 at 3.00 P.M. **At CONFERENCE HALL, NEAR MAIN GATE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DOOR NO.1/520, NEELAMBUR, SULUR, COIMBATORE - 641 062** and at any adjournment thereof in respect of such resolution as are indicated below.

S.No	Resolutions Special Business	Vote	
		For	Against
1.	TO INCREASE THE BORROWING LIMIT FROM RS. 600 CRORES TO RS. 900 CRORES.		
2.	TO SEEK APPROVAL FOR CREATION OF CHARGE OVER THE ASSETS OF THE COMPANY FROM RS.600 CRORES TO RS. 900 CRORES.		
3.	TO SEEK APPROVAL FOR GIVING THE CORPORATE GUARANTEE IN CONNECTION WITH CREDIT FACILITY GRANTED BY HDFC BANK LTD TO M/S. RMC MEDICAL SERVICES PRIVATE LTD.		

Date of Signing :

Signed this day of 2022

Signature of Shareholder(s):

Signature of Proxy holder(s):

Affix
Revenue
Stamp not
less than
Rs. 1

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolution, explanatory statements and Notes please refer to the Notice of the Extra-Ordinary General Meeting.