



NOTICE

Notice is hereby given that 21st Annual General Meeting of the Members of Medi Assist Healthcare Services Limited ("the Company") will be held on Friday, 26 November 2021 at 1000 Hrs. at the Registered Office of the Company at Tower D, 4th Floor, IBC Knowledge Park, No. 4/1, Bannerghatta Road, Bangalore – 560 029 to transact the following business at shorter notice:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including the Audited Consolidated Financial Statements) for the Financial Year ended on March 31, 2021, together with the Reports of the Director's and Auditor's thereon.
2. To declare final dividend on Equity Shares at the rate of 50% (fifty percent) [i.e. Rs.2.50/- (Rupees Two and paise fifty only) per Equity Share of face value of Rs. 5/- (Rupees Five Only) for the financial year ended March 31, 2021.
3. To consider and approve the re-appointment of Mr. Vishal Vijay Gupta (DIN: 01913013), Non – Executive Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Mr. Vishal Vijay Gupta (DIN: 01913013), Non – Executive Nominee Director in the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company who is liable to retire by rotation."

SPECIAL BUSINESS

4. Payment of commission not exceeding in aggregate one percent of the net profits of the company for each financial year

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 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s)) or re- enactment thereof for the time being in force), pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for payment of remuneration in the form of commission, a sum not exceeding one percent per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, amongst the Non-Executive Directors including Independent Directors, other than the Managing Director or Whole-Time Director of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by*

Medi Assist Healthcare Services Limited

CIN – U74900KA2000PLC027229

Registered Office : Tower "D", 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bengaluru - 560 029.

Phone : +91 - 80 - 6919 0000. Email : ask@mediassist.in web : www.mediassist.in



the Board of Directors subject to the overall ceiling of one percent of the Net Profits of the Company for each Financial year, beginning from the financial year 2021-22.

RESOLVED FURTHER THAT *the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the Board or any Committee thereof as may be decided by the Board of Directors and reimbursement of expenses for participation in such Board and Committee meetings."*

**By order of the Board of Directors
For Medi Assist Healthcare Services Limited**



**Megha Matoo
Chief Compliance Officer and Company Secretary**

Place: Bangalore

Date: 24th November, 2021

Notes:

- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be member. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
- The instruments of form in order to be effective, should be deposited at the registered office of the company, duly completed and signed, before the commencement of the meeting. A proxy form (MGT-11) is sent herewith.
- The meeting is being convened at shorter notice by virtue of the proviso to section 101(1) of the Companies Act, 2013
- The Register of Directors and 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.
- 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 Annual General Meeting.
- The notice is being sent to all the members, whose names appeared in the register of members of the Company as on 23 November, 2021.
- Participation through electronic mode is not available.
- The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2021 is 26 November 2021.
- Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on the Final Dividend for the financial year ended 31st March, 2021 is being sent separately to the Members.
- All documents referred to in the notice or in the accompanying explanatory statement are available for inspection by members on all working days, except



Sundays and public holidays, during the business hours of the Company prior to the date of the Annual general meeting and will also be available for inspection at the meeting.

- Members are also requested to confirm their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts. Members are requested to immediately inform the Company of their change of address. In accordance with the green initiative of the Ministry of Corporate Affairs, Government of India, and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Financial Statements for FY 2021 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is attached hereto.
- Route map of the Annual General Meeting venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

**By order of the Board of Directors
For Medi Assist Healthcare Services Limited**



Megha Matoo

Chief Compliance Officer and Company Secretary



Place: Bangalore

Date: 24th November, 2021

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

Special Business- Item No. 4

Under the Act, directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

Section 197 of the Act provides for payment of remuneration to the directors as under:

- Payment of remuneration to directors who are neither managing directors nor whole-time directors (that is non-executive directors) shall not exceed 1% of the net profits of the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration committee have, subject to approval of members of the Company, proposed to remunerate the Directors as under:

- The non-executive directors including Independent Directors (i.e. directors other than the Managing Director and the Whole-time Directors) or some or any of them as may be decided by the Board of Directors may be paid remuneration not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act; and

The said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

The Board of Directors recommends passing of the resolution as Special resolution as contained in item No.4 of the notice of Annual General Meeting.

The Whole-Time Director and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

Non-Executive Directors including Independent Directors, other than Managing Director and Whole-Time Director of the Company shall be deemed to be concerned or interested in resolution set out at Item No. 4 of the Notice to the extent of the remuneration that may be received by them in future years.

**By order of the Board of Directors
For Medi Assist Healthcare Services Limited**



Megha Matoo

Chief Compliance Officer and Company Secretary



Place: Bangalore

Date: 24th November, 2021

ATTENDANCE SLIP

21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF MEDI ASSIST HEALTHCARE SERVICES LIMITED ON FRIDAY, 26 NOVEMBER 2021 AT 1000 HRS. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER "D", 4TH FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE – 560 029".

CIN	U74900KA2000PLC027229
Name of the Company	MEDI ASSIST HEALTHCARE SERVICES LIMITED
Office	"TOWER "D", 4 TH FLOOR, IBC KNOWLEDGE PARK, 4/1, BANNERGHATTA ROAD, BANGALORE – 560029."

Regd. Folio No. _____ / DP ID _____ Client Id / Ben. A/C _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the 21st Annual General Meeting of the Company to be held on Friday, 26 November 2021 at 1000 Hrs. at its Registered office at Tower "D", 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore – 560 029.

Member's/Proxy's name in Block letters

Member's/Proxy's Signature

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



**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. / Client ID No. : DP ID No.....
I/ We, being the member(s) of hereby appoint

1. Name:.....
E-mail:.....
Address:.....
Signature:.....
Or failing him
2. Name:.....
E-mail:.....
Address:.....
Signature:.....
Or failing him
3. Name:.....
E-mail:.....
Address:.....
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Friday, 26 November 2021 at 1000 Hrs. at its Registered office at Tower "D", 4th Floor, IBC Knowledge Park, 4/1, Bannerghatta Road, Bangalore – 560 029 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Approval of Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year 2020 – 2021.
2. To declare final dividend on Equity Shares at the rate of 50% (Fifty percent) [i.e. Rs.2.50/- (Rupees Two and paise fifty Only) per Equity Share of Face Value of Rs. 5/- (Rupees Five Only)] for the financial year ended March 31, 2021.
3. Re-appointment of Mr. Vishal Vijay Gupta (DIN: 01913013), Non – Executive Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. Payment of commission not exceeding in aggregate one percent of the net profits of the company for each financial year.

Signed this ____ day of _____ 2021

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

NOTE: This Form 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.



ROUTE MAP

