

Sushruta Vishranthi Dhama Limited

Reg. Off.: Suvidha, Sy. No. 18/4, Thalaghattapura, U.M. Kaval, Uttarahalli Hobli, Bangalore
South Taluk, Bangalore – 560 109

CIN - U85310KA2004PLC035063

Tel: 080-26951212/1000; website: www.suvidha.co.in; Email: contact@suvidha.co.in

NOTICE

Notice is hereby given that the **adjourned Extra-ordinary General Meeting** of the Members of **Sushruta Vishranthi Dhama Limited** (which was convened on Sunday, the 12th day of May 2019 at 11.00 A.M. and adjourned sine die) will be held at the registered office of the Company at Suvidha Retirement Village, Sy. No. 18/4, U. M. Kaval, Uttarahalli Hobli, Thalaghattapura, Bangalore South Taluk, Bangalore – 560 109 on **Sunday, the 09th Day of June 2019 at 11.00 A.M** to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE THE LEGAL EXPENSES IN RELATION TO THE COURT CASES AND TO COLLECT FUNDS FROM THE SHAREHOLDERS.

*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 applicable provisions of the Companies Act, 2013 and rules made thereunder, and subject to the provisions contained in the Articles of Association of the Company and Agreements between shareholders, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to incur legal expenses upto Rs.25 Lakh in relation to the Court Cases, for the financial year 2019-20.”

“RESOLVED FURTHER THAT consent of shareholders of the Company be and is hereby accorded to the Board of Directors to collect INR 7,000/- (Rupees Seven Thousand Only), from every shareholder, twice in a year (i.e in July & January or as decided by the Board) by way of Maintenance fees, to meet the legal expenses as aforesaid.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, as may

be required to collect and arrange funds to meet the aforesaid expenses for the Court cases and to give effect to this resolution.”

2. TO CONFIRM THE APPOINTMENT OF Mr. C B PRABHAKAR AS MANAGING

DIRECTOR.

*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 Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Articles of Association of the Company, the consent of the shareholders be and is hereby accorded for the appointment of Mr. C. B. Prabhakar (DIN: 06707965), as Managing Director of the Company with effect from 17th September 2018 for a period of 5 Years without any remuneration and whose office is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. TO AMEND RESIDENTS AND VISITORS MANUAL (RVM).

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

“RESOLVED THAT in pursuance to the provisions contained in clause 8(a) (b) & (c) of the Articles of Association of the Company, Shareholders agreement and Residents and Visitors Manual approved by the members, consent of the shareholders of the Company be and is hereby accorded to amend the provisions contained in Clause 14 of the RVM relating to the “House Keeping Service.”

“RESOLVED FURTHER THAT the existing provisions in clause 14 of the RVM relating to House Keeping service shall be substituted with the following clause:

14. House Keeping Services

"At present, Suvridha employs house-keeping staff to clean cottages.

All the cottages will be provided with House-Keeping service such as cleaning, dusting, sweeping, swabbing of the cottages, cleaning cooking vessels twice a week. The cost of this service will be included as part of the monthly MF.

Any additional House-Keeping service and other services rendered like providing a cook will be at an additional charge to the shareholder/resident.

All Suvridha staff including House-keeping workers are provided with ID badges and are required to display the same on their person during their work-hours in Suvridha."

"RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized to execute the said amendments in the RVM and to file the necessary forms with the Registrar of Companies, Karnataka and to do all the acts and things necessary to give effect to the aforesaid resolution."

4. TO RECONSTITUTE THE MEMBERS COMMITTEE.

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

"RESOLVED THAT consent of the shareholders of the Company be and is hereby given for reconstituting the Members Committee by appointing Mr. Susheel Nagarajan in place of the vacancy caused by the cessation of one of members of the Committee."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and things and to execute all such documents as may be required to give effect to the aforesaid resolution."

By Order of the Board

Date: May 17, 2019

Registered Office:

Sy. No. 18/4, Thalaghattapura
U. M. Kaval, Uttarahalli Hobli,
Bangalore- 560109

**Sd/-
C.B. Prabhakar
Managing Director
DIN: 06707965**

NOTE:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- b)** Proxies, in order to be effective, must be duly filled, stamped and signed and must reach the Registered Office of the Company not later than 48 hours before the commencement of the meeting. The proxies may be signed by any one of the joint shareholders.
- c)** The proxies lodged at the registered office of the company for the EGM convened on 12th May 2019 will remain valid for this adjourned EGM as well, until a notice of revocation is received from the shareholders appointing her/him.
- d)** The power of Attorney holders are requested to deposit their POA with the Company before 48 hours of the commencement of the meeting. They will not have the right to speak at the meeting but will be entitled to vote.
- e)** In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote. However, both the joint holders may attend the meeting and participate in the discussions.
- f)** The Notice of the EGM along with the explanatory statement is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company.
- g)** In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the EGM using electronic voting system from a place other than the venue of the EGM ('remote e-voting'), provided by Central Depositories services Limited (CDSL) and the business may be transacted through such voting.

- h)** The e-voting period commences on Thursday, 6th June 2019 (9.00 a.m. IST) and ends on Saturday, 8th June 2019 (5.00 p.m. IST), both days inclusive. During this period, Members may cast their vote electronically. The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on 01st June 2019 ('cut-off date'). At the end of remote e-voting period, the facility shall forthwith be blocked.
- i)** The user name and password will be sent to the first shareholders via the registered official email id, (as confirmed by you) on 02nd June 2019.

Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting

Members holding shares in physical form should notify change in their email ID and addresses, if any, to the Company. Members holding shares in electronic form (Demat), should inform the change of email ID and address to their Depository participant and to the Company.

The detailed login process is as follows:

- a. Login to www.evotingindia.com
- b. Click on Shareholders/Members Tab
- c. Enter the User ID sent to your registered mail. Enter the character displayed on the screen and click on Login.
- d. Select EVSN highlighted in blue for Company Name 'SUSHRUTA VISHRANTHI DHAMA LIMITED'
- e. Voting screen with resolutions will appear for voting
- f. Select Yes' or No' against each resolution and submit.
- g. Pop up message for successfully submitting the message will appear.

Note:

- i) Once voted for any resolution, system will not allow you to make any changes.
 - ii) System allows you to login till live voting period and will show your voting details.
 - iii) You can login to E-voting platform only during the E-voting period of the Company.
- j)** Any person, who is a Member of the Company as on the cut-off date is eligible to

cast vote on all the resolutions set forth in the Notice of EGM. The facility for voting, either through electronic voting system or polling paper shall also be made available at the EGM.

- k)** Members who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- l)** A person who has acquired shares and become a member of the Company after the dispatch of notice of EGM and holding shares as of cut-off date, may obtain the login ID and password by sending a request at helpdesk@cdsl.com.
- m)** Any person who is not a member as on the cut-off date shall treat this notice for intimation purposes only.
- n)** In case of any queries relating to voting by electronic means, please contact helpdesk.evoting@cdslindia.com.
- o)** In case of any grievances connected with facility for voting by electronic means, please contact Mr. Rakesh Dalvi, Manager, CDSL, Marathon Futurex, A wing, 25th Floor, Mumbai- 400013 or contact at toll free no. 1800-22-55-33, Email: helpdesk.evoting@cdslindia.com or by sending an e-mail to cs@suvridha.co.in. The Notice of the EGM is available on the Company's website www.Suvridha.co.in and also on the CDSL website www.cdslindia.com.
- p)** The company has appointed CS Thirupal Gorige, practicing Company Secretary as the scrutinizer of the company.
- q)** The results of the voting shall be displayed on the Notice Board at the Registered office of the Company and the results along with the scrutinizer's report shall also be placed at website of the company and website of CDSL immediately after the results are declared.
- r)** A route map of the venue of the meeting is enclosed to this notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,

2013

ITEM 1. TO APPROVE THE LEGAL EXPENSES IN RELATION TO THE COURT CASES AND TO COLLECT FUNDS FROM THE SHAREHOLDERS

Civil and Criminal Complaints/Cases have been lodged/filed against the Managing Director of the Company pertaining to the title to Company's Land. In this connection, the Directors have decided to appraise the shareholders regarding the status of court cases and to obtain shareholders approval for incurring legal expenses upto Rs.25 Lakh during the financial year 2019-20.

As the Company is not generating any profit and the income generated from Maintenance Fees for providing services to the shareholders is barely sufficient to meet the expenses, so it has been proposed by the Board to collect funds from each shareholder by way of additional Maintenance Fee of approximately INR 14,000/- (Rupees Fourteen Thousand only) which will be collected in two half yearly installments of Rs.7,000/- each. The members are requested to give their consent to collect the same from all the shareholders and to approve the legal expenses.

The Board recommends passing the resolution set out in item no. 1 as Special resolution.

None of the Directors and Key Managerial personnel or their relatives are interested or concerned in the resolution.

ITEM 2. TO CONFIRM THE APPOINTMENT OF Mr. C B PRABHAKAR AS MANAGING DIRECTOR

Mr. C B Prabhakar was appointed as a Managing Director of the Company on 17th September 2018. Further, he was designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013. However, his appointment was subject to approval by the shareholders of the Company. The terms of appointment are stated below:

Sl. No.	Particulars	Terms
1	Age	66 years
2	Remuneration proposed	NIL

3	Terms and conditions of appointment or reappointment	<p>a. Tenure of this appointment shall be five years with effect from September 17, 2018.</p> <p>b. The Managing Director of the Company shall not be liable to retire by rotation.</p> <p>c. The termination from the engagement could be effected by either side giving three month's notice.</p>
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The Board has proposed that this item be added in the adjourned meeting. The Board recommends passing the resolution set out in item no. 2 as Ordinary resolution.

None of the Directors, Key managerial personnel or their relatives except Mr. C B Prabhakar, the Managing director (appointee) of the Company are interested in the said resolution.

BRIEF PROFILE:

Mr. C B Prabhakar has an experience of about 36 years as a Banker in a public sector bank. He has been a Trade Union Leader with human touch, was a Joint General Secretary of Canara Bank Officers' Association and Deputy General Secretary of All India Bank Officers' Confederation, the organization which was looking after the welfare of Officers of all the PSBs and Scheduled Banks.

Presently, he is looking after the welfare of the Retirees and Pensioners of Banks through Canara Bank Retired Officers' Association as a Deputy General Secretary and All India Bank Pensioners and Retirees Confederation.

He has represented and captained the College Cricket Team and is involved in coaching of youngsters in Cricket at Mangalore. He has also represented and captained the College Table Tennis Team.

ITEM 3. TO AMEND RESIDENTS VISITORS MANUAL (RVM).

At present, Suvidha is providing House Keeping Services as per the clause 14 of the RVM which is reproduced below;

14. House-Keeping Services

"At present, Suvidha employs house-keeping staff to clean cottages regularly.

The cottages that are occupied are cleaned every day. The maids do the dusting, sweeping and

swabbing of the cottages. The cooking vessels are cleaned once a day. Unoccupied cottages are cleaned at least once a week and additionally on request by the resident. **At present, the cost of this service is included as part of the monthly MF.**

Any additional cleaning/other services rendered will be at an additional charge to the shareholder/resident. Such services could be like providing a cook or cleaning vessels more than once a day.

All Suvidha staff including House-keeping workers are provided with ID badges and are required to display the same on their person during their work-hours in Suvidha."

The Board of Directors of the Company have decided to amend the existing provisions by substituting the said clause 14 with the new clause which is as follows;

Proposed Alteration:

14. House-Keeping Services

"At present, Suvidha employs house-keeping staff to clean cottages.

All the cottages will be provided with House-Keeping service such as cleaning, dusting, sweeping, swabbing of the cottages, cleaning cooking vessels twice a week. The cost of this service will be included as part of the monthly MF.

Any additional House-Keeping service and other services rendered like providing a cook will be at an additional charge to the shareholder/resident.

All Suvidha staff including House-keeping workers are provided with ID badges and are required to display the same on their person during their work-hours in Suvidha."

Need for amendment in provisions:

The amendment has been proposed in order to provide uniform services to all the shareholders, in relation to House-keeping service.

With the existing house-keeping staff, the Company can provide house-keeping services to all cottages only twice a week. The cost of this service is approximately Rs. 1002 for a single cottage and Rs. 2004 for a double cottage.

If the present Resolution is defeated by the shareholders and if the Company is required to provide services on all seven days of the week, then the cost for such a service would be Rs. 3011 for a single cottage and Rs. 6022 for a double cottage. Therefore, in such a scenario,

the Monthly MF will have to be increased by approximately by Rs. 2009 for a single cottage and Rs. 4018 for a double cottage in order for the Company to provide daily house-keeping services. This would be in addition to the proposed enhancement of Maintenance Fee because of the wage increase that will happen for the existing staff, so that the company is compliant with the minimum Wages Act.

If the resolution for amendment in RVM is approved by the shareholders, the Company will facilitate optional additional house-keeping services for the remaining 5 days of the week to resident shareholders via an alternate mechanism. Those who require such additional house-keeping services will have to inform the Office at least one month in advance so that appropriate staffing arrangements can be made. The cost for this optional additional house-keeping service for 5 days a week is expected to be about Rs. 1,700 for a Single cottage and Rs. 2,400 for a double cottage. These costs are different from costs of Company provided services noted in the preceding paragraph."

The Board has proposed that this item be added in the adjourned meeting. The Board recommends passing the resolution set out in item no. 3 as Special resolution.

None of the Directors and Key Managerial personnel or their relatives are interested or concerned in the resolution.

ITEM 4. TO RECONSTITUTE THE MEMBERS COMMITTEE.

The Members Committee was formed at the AGM held in the year 2013. Its primary purpose is to rationalize the Maintenance Fees (MF) structure and act as a 'bridging agency' between the Board and the shareholders.

Due to the vacancy caused by the cessation of one of the members of the Committee, the Board has proposed to induct Mr. Susheel Nagarajan in the Members Committee and to reconstitute the Committee accordingly. The Board recommends to the members, to appoint Mr. Susheel Nagarajan as a member of the Committee and to reconstituting the Committee accordingly.

The Board has proposed that this item be added in the adjourned meeting. The Board recommends passing the resolution set out in item no. 4 as Ordinary resolution.

None of the Directors, KMP and their relatives are directly or indirectly concerned or interested in the said resolution.

By Order of the Board

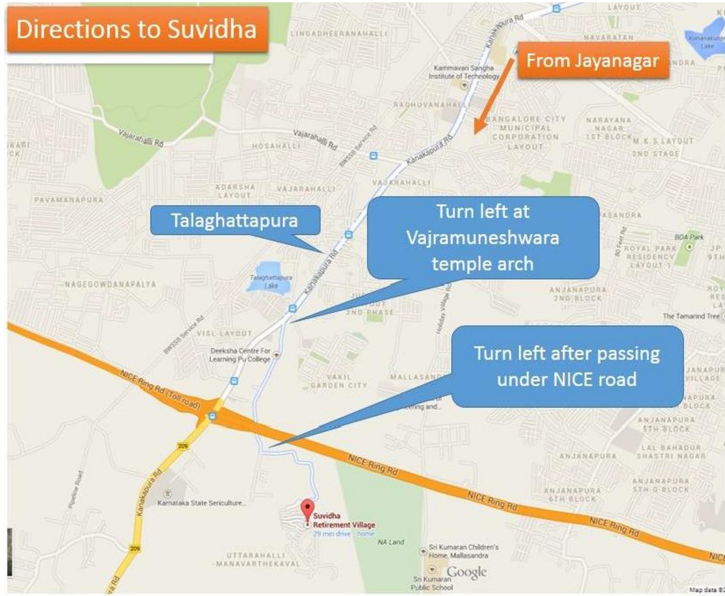
Sd/-

**C.B. Prabhakar
Managing Director
DIN: 06707965**

Registered Office:

Sy. No. 18/4, Thalaghattapura,
U. M. Kaval, Uttarahalli Hobli,
Bangalore-560109

Date: May 17, 2019



Form No. MGT -11
SUSHRUTA VISHRANTHI DHAMA LIMITED

CIN: U85310KA2004PLC035063

Regd. Office: Suvidha, Sy. No. 18/4, Thalaghattapura, U.M. Kaval, Uttarahalli
Hobli, Bangalore South Taluk, Bangalore – 560 109

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the
Companies (Management and Administration) Rules, 2014].

Name of the member (s) :

Registered Address :

.....
.....

E-mail Id :.....

Folio No./ Client IdDP ID.....

I/ We, being the member(s) holding..... shares of the above named
Company, hereby appoint

1. Name :.....

Address:.....
.....
.....

E-mail IDSignature
Or failing him/ her

2. Name :.....

Address:.....
.....

Email IDSignature:

or failing him/ her

3. Name :.....

Address:.....
.....

Email IDSignature:

as my/ our proxy to attend and vote for me/ us and on my/ our behalf at the Extra-ordinary General Meeting of the Company, to be held on Sunday, the 09th day of June, 2019 at 11.00 A.M. at the registered office of the company in respect of such resolutions as are indicated below:

Resolutions:

Special Business	
1	TO APPROVE THE LEGAL EXPENSES IN RELATION TO THE COURT CASES AND TO COLLECT FUNDS FROM THE SHAREHOLDERS
2	TO CONFIRM THE APPOINTMENT OF Mr. C B PRABHAKAR AS MANAGING DIRECTOR
3	TO AMEND RESIDENTS AND VISITORS MANUAL (RVM).
4	TO RECONSTITUTE THE MEMBERS COMMITTEE.

Signed this.....day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

ATTENDANCE SLIP OF EXTRA-ORDINARY GENERAL
MEETING

ATTENDANCE SLIP

Extra-ordinary General Meeting of the Company on June 09, 2019.

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 Extra-ordinary General Meeting of the Company on Sunday, the 09th day of June 2019 at 11.00 a.m. at the registered office of the Company.

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.
