

SUSHRUTA VISHRANTHI DHAMA LIMITED

Address: Suvidha, Sy No. 18/4, Thalaghattapura, Uttarahalli Manavarthe Kaval, Uttarahalli hobli, Bengaluru South Taluk, Bengaluru - 560109

NOTICE

Notice is hereby given that the **Twenty-First Annual General Meeting** of the Members of **Sushruta Vishranthi Dhama Limited** will be held on Sunday, the 14th day of September 2025 at **10.30 A.M. IST** at the registered office of the company at Suvidha, Sy No. 18/4, Thalaghattapura, Uttarahalli Manavarthe Kaval, Uttarahalli hobli, Bengaluru South Taluk, Bengaluru - 560109, for the transaction of the following businesses, through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:-

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the financial statements for the year ended 31st March 2025, and the Reports of the Directors and Auditors thereon.**

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

"RESOLVED THAT the audited Balance Sheet as of 31st March 2025, the Statement of Profit and Loss Account, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

- 2. To Reappoint M/s. Vasudevan & Co, Chartered Accountants, Bengaluru as Statutory Auditors of the company for three Financial Years from 2025-26 to 2027-28 and to decide the remuneration payable to the statutory auditor:**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and any other rules prescribed thereunder for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), the consent of the members be and is hereby accorded to the reappointment of M/s. Vasudevan & Co, Chartered Accountants, **(Firm Registration No. 0014986S)** as the statutory auditors of the company from the twenty-first annual general meeting till the conclusion of twenty-fourth annual general meeting for an annual remuneration of Rs.1,75,000/- plus applicable GST"

SPECIAL BUSINESS:

- 1. To record retirement of Mrs. Geetha Sudarshan (DIN: 10570036), director by rotation:**

M. S. Sankar

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

"RESOLVED THAT retirement of Mrs. Geetha Sudarshan (DIN: 10570036), a Director liable to retire by rotation, who does not offer herself for re-appointment, be and is hereby noted and taken on record and the vacancy, so caused on the Board of the Company, be not filled up till the board identifies a suitable candidate for the position."

2. To extend the term of Members' Committee by one year:

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 members be and is hereby accorded to the Board, to extend the term of the Members Committee of the company till the date of the twenty second Annual General Meeting (AGM)".

"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, instruments and writings as may be required to give effect to the above said resolution".

3. To seek approval of the shareholders for sale of about 3.5 acres of company's property with survey no. 18/16 and 18/34 and empower the Board to conclude the sale within next 12 months at the highest price possible and not less than Rs. 30 crores for the full 3.5 acres:

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

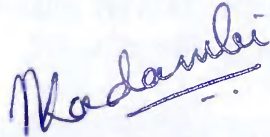
"RESOLVED THAT pursuant to section 180(1) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), and in accordance with the applicable provisions of Articles of Association of the Company and the Residents and Visitors Manual, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to sell a portion of the land owned by the Company, admeasuring approximately 3.5 acres (152,459 square feet) situated beside the Suvudha Retirement Village at Sy No. 18/34 and 18/16 of Uttarahalli Manavartheekaval Village, Bangalore South Taluk, together with all rights, title and interest therein, for a consideration not less than Rs. 30,00,00,000 (Rupees Thirty Crores only) to such person(s)/entity(ies), in such manner and on such terms and conditions as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, sign, execute and deliver all necessary agreements, deeds, documents and writings in connection with the said sale, and to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient for the purpose of giving effect to this resolution, including delegation of such powers to any Director or officer of the Company.

Madan

FURTHER RESOLVED THAT this authorization be in force for a period of 12 months from the date of approval of this resolution."

**By the order of the Board
For Sushruta Vishranthi Dhama Limited**



**Dr. Nilima Kadambi
Managing Director
DIN: 01553825**



**Date: August 21, 2025
Place: Bengaluru**

NOTES:

- 1) The Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013, with respect to Special Business as set out in the notice is annexed.
- 2) The Company shall provide VC facility via ZOOM VIDEO COMMUNICATIONS ("Zoom") to make it convenient for the Members to attend the Meeting. Members are required to use the following link or details to join the meeting through VC facility of Zoom:

<https://us06web.zoom.us/j/82749805740?pwd=ZkxvHkLSYnwRh6JdzuFVIbMnaXKxrM.1>

Meeting ID: 827 4980 5740

Passcode: 921832

- 3) The Members can attend the meeting through VC from their laptop/mobile.
- 4) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be made available for inspection by the members at the Meeting.
- 6) Any shareholder wanting to nominate to the Board, a candidate for the position of Director may use the application form provided and submit the same to Suvidha office along with all supporting documents on or before **5:00 P.M. IST on 30th August 2025**.
- 7) In case of joint holders, 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 at the AGM. However, both the joint holders may attend the meeting and participate in the discussions.
- 8) Members wanting to speak at the AGM or seeking any information with regard to any matter to be placed at AGM are requested to submit their questions in advance, **on or before 04th September 2025** to the Company Secretary's email address i.e. cs@suvidha.co.in. The same will be replied to by the Company at the AGM.

Madan

- 9) For the members wishing to inspect the relevant documents referred to in the accompanying notice and other statutory registers, the same will be made available for inspection by the members at the Meeting at the Registered Office.
- 10) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- 11) The meeting room shall be opened 15 minutes prior to the scheduled time to avoid last minute technical glitches.
- 12) For any Technical Assistance or issues faced during e-Voting or for participation in the AGM please contact CS Rakshith M U on cs@suvudha.co.in or +91 9481842423
- 13) Notice in Connection with Dematerialization of shares has been sent to the Shareholders who are still holding physical shares of the company.
- 14) The company's ISIN is **INE05AF01017**. All the members are advised to dematerialize the shares as the company has stopped transferring the shares in physical form.
- 15) Members are requested to notify any change in their address to the Company's Registrars and share transfer agent.
- 16) In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, only primary members are provided with the facility to cast their vote on Business set forth in the Notice of the AGM only through E-voting system using the RIGHT2VOTE platform from a place other than the venue of the AGM.
- 17) **The voting remains open from Wednesday 10.09.2025 at 9.00 A.M. IST to Saturday 13.09.2025 at 5:00 P.M. IST**
- 18) **Further, the voting window will remain open during the Annual General Meeting for voting by the members who are attending the AGM and who have not cast their votes earlier. The members who have cast their vote by e-voting prior to the meeting shall also attend the meeting but shall not be entitled to cast their vote again.**
- 19) Any person who is a Member of the Company as on **07.09.2025** (cut-off date) is eligible to cast vote on all the resolutions set forth in the Notice of EGM **only through E- voting system.**
- 20) The instructions to cast their votes through E-voting system is attached with the notice.
- 21) The company has appointed Mr. Jayarama Korikkar, Practicing Company Secretary, as the scrutinizer of the company for the Annual General Meeting.

M. Karanbai

- 22) 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 on the website of the company immediately after the results are declared.
- 23) Any person, who is a Member of the Company as on the cut-off date (07.09.2025) is eligible to cast vote on all the resolutions set forth in the Notice of AGM **only through E-voting system** using their registered E-mail ID as on company records.

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

Special Business:

**Item No. 1: To record retirement of Mrs. Geetha Sudarshan (DIN: 10570036),
director by rotation:**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mrs. Geetha Sudarshan, Director retires by rotation at the 21st Annual General Meeting. Mrs. Geetha Sudarshan has indicated to the Company that she is not seeking reappointment due to personal reasons.

The Board places on record their appreciation and gratitude for the hard work put on by the Mrs. Geetha Sudarshan during her tenure on board.

The Board proposes that the vacancy caused by her retirement be not filled up.

Board of directors recommend the passage of this resolution as an **Ordinary Resolution**.

Except Mrs. Geetha Sudarshan, none of the directors and key managerial personnel of the company, are interested in the resolution

Item 2: To extend the term of Members' Committee by one year:

The Members' Committee (MC) was formed at the AGM held in the year 2013 for a term of one year and its term was extended by a year in every subsequent AGM. Its primary purpose is to rationalize the Maintenance fee (MF) structure and act as a "bridging agency" between the Board and the shareholders. It has been functioning effectively and the Board unanimously decided to recommend to the members that the term of the MC be extended by one more year.

The reconstituted Members Committee as of June 2025:

• Mrs. Usha Kurpad	BOD Nominee (Chairperson)
• Mr. Venugopal Shetty	BOD Nominee
• Mr. Vijayakumar Alluri	Resident Member
• Dr. Iris Rajiva	Resident Member
• Mr. MN Kannan	Resident Member
• Mr. Sridhar	Non-Resident Member
• Dr. K R Ramachandra	Non-Resident Member

Board of directors recommend the passage of this resolution as an **Ordinary Resolution**.

None of the directors and key managerial personnel of the company, other than those who are members of the committee are interested in the resolution.

Handwritten signature: No. 10570036

Item No. 2: To seek approval of the shareholders for sale of about 3.5 acres of company's property with survey no. 18/16 and 18/34 and empower the Board to conclude the sale within next 12 months at the highest price possible and not less than Rs. 30 crores for the full 3.5 acres:

In order to augment the financial position of the company and to better utilize the unused land at Company's disposal, the management has considered various options and based on guidance given by professional consultants, has arrived at the decision to seek shareholder approval for outright sale of 3.5 acres of land. This has been fully described in the text of the resolution.

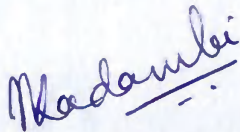
With the above background, the board of directors had engaged Jones Lang LaSalle (JLL), a global commercial real estate and investment management company.

The board has kept the valuation report given by JLL, while proposing this base price and the board is hopeful of getting a higher value.

Board of directors recommend the passage of this resolution as a **Special Resolution**.

None of the directors and key managerial personnel of the company are interested in the resolution except to the extent of their respective shareholding in the company.

**By the order of the Board
For Sushruta Vishranthi Dhama Limited**



**Dr. Nilima Kadambi
Managing Director
DIN:01553825**



**Date: August 21, 2025
Place: Bengaluru**

Suvidha 21st AGM

to be held on Sunday 14th September 2025
at 10:30 am IST



Board of Directors
SUSHRUTA VISHARANTHI DHAMA Ltd.

Sushruta Vishranthi Dhama Ltd. - 21st AGM

- ▶ **WHEN?** AGM will be conducted on Sunday, 14th September 2025
- ▶ **WHAT TIME?** The AGM starts at 10:30 am Indian Standard Time
- ▶ **WHERE?** This is a Virtual AGM on the Suvidha ZOOM platform
- ▶ **HOW to ATTEND?** Zoom Link & Instructions are sent by the CS with Notice
- ▶ **WHO ATTENDs?** All Shareholders (Primary SH & Joint SH) should attend

Suvidha's E.G.M. Voting Guide

- ▶ **VOTING?** Shareholders need to cast their e-votes **before the AGM**
- ▶ **WHAT to VOTE on?** Resolutions Tabled at AGM and Shared in the Notice
- ▶ **HOW to VOTE?** Only **E-Voting** will be permitted with **RIGHT2VOTE**
- ▶ **TIME PERIOD?** **From 9:00 A.M. IST on 10.09.2025 to 5:00 P.M. IST 13.09.2025**
(e-Voting will Re-Open during the AGM on 14.09.2025 at 10:30 A.M)
- ▶ **WHO VOTES?** Only the **Primary SH**, whose name appear in the Register of Members as on **07.09.2025 (cut-off date)** can Vote from their **Registered Mail ID**

Why have we opted for e-VOTING?

Why are we using Right2Vote platform?

- ▶ The MCA has approved and advocates secure e-Voting for Public Companies
- ▶ Past few years' experience with e-Mail Voting has faced a few challenges
- ▶ Previous years' experience with e-Voting was very smooth and easy to use

- ▶ **Right2Vote** is a robust and secure Technology Platform for E-Voting
- ▶ This is approved by MCA for use by all Private & Public Companies
- ▶ This will save a lot of time and effort that goes into e-Mail voting
- ▶ A fully automated e-Voting system that needs no human intervention
- ▶ Suvidha's own Practicing Company Secretary will be the SCRUTINIZER
- ▶ Automated Computation of Results within minutes after Polling closes
- ▶ Low cost to company for Right2Vote; only Rs. 10,000 + GST applicable

E-Voting made very easy (Part-I)

- ▶ Few days Before the AGM voting; Primary Shareholders will receive an email from CONTACT@RIGHT2VOTE.IN our chosen e-Voting Service Provider.
- ▶ This e-Mail will go to the Primary SH's REGISTERED mail ID on Company's Record (PLS CHECK SPAM MAIL FOLDER IF YOU DON'T FIND THE E-MAIL IN YOUR INBOX)
- ▶ This will have a "Log-In" Link that you need to CLICK on to proceed with Voting
- ▶ This link will take you to the Log-In page for e-Voting for Suvidha AGM
- ▶ An OTP will be sent only to the Registered Mail ID for VALIDATION of the user ID (Please note the OTP will NOT be received as SMS on your Mobile Number! Please Check SPAM Folder for the email with the OTP if not seen in Inbox)
- ▶ Please enter the OTP received via e-Mail to access **Suvidha Ballot Sheet** (The Suvidha Logo and our Company's Name will be seen here)

E-Voting made very easy (Part-II)

- ▶ You should select ONE of 3 options for the Resolutions mentioned in AGM Notice:
 - ▶ ACCEPT / YES / ASSENT to support that resolution
 - ▶ REJECT / NO / DISSENT to vote against that resolution
 - ▶ ABSTAIN / Don't wish to cast my Vote for this resolution
- THEN PRESS "SUBMIT" to CAST YOUR VALUABLE VOTES**
- ▶ SH cannot SUBMIT their Votes without choosing any ONE of the THREE options given for every Resolution tabled at the AGM
- ▶ One can REVIEW the selected options & edit items only before submitting
- ▶ After we are clear, sure and happy with the choices made for each Resolution, we need to CLICK on the SUBMIT Button to complete voting

Demo & Training Video from Right2Vote: <https://youtu.be/tep08JAEXc0>

E-Voting made very easy (Part-III)

- ▶ You will get an automatic “Thank You” message immediately on your screen, that confirms a successful submission of your Ballot Sheet and Votes
- ▶ You receive an e-Mail confirmation that gives you a Record of your Votes cast
- ▶ Nobody (not even you yourself) including Right2Vote Team can change / alter your Votes, after submission is completed successfully
- ▶ No Repeat Submissions will Permitted by the system to any Shareholder
- ▶ No Access or Submission possible before or after allotted Voting Time Period
- ▶ Any SH needing assistance / guidance to Vote should e-Mail Suvidha Company Secretary Mr. Rakshith M U at: cs@suvidha.co.in or call him on: 9481842423

Primary Shareholders can cast their e-Votes for the AGM by directly going to the **Right2Vote website** and then logging in using their Registered Mail IDs on the R2V e-Voting Platform

<https://right2vote.in/login/>



Tips to Prepare for this AGM (Part-I)

- ▶ Kindly read and understand the AGM Notice that was sent by the CS to all Shareholders 21 days prior to the date of AGM
- ▶ Please mark your Calendar for **10:30 AM on 14th September 2025** to attend the Virtual AGM via Zoom Link sent with the AGM Notice
- ▶ If you have NOT received the AGM Notice or need it sent again, please write to our CS or give him a call.
- ▶ Double check with cs@suvidha.co.in that the Registered e-Mail ID for the Primary SH is correct in Company Records for your shareholding

Tips to Prepare for this AGM (Part-II)

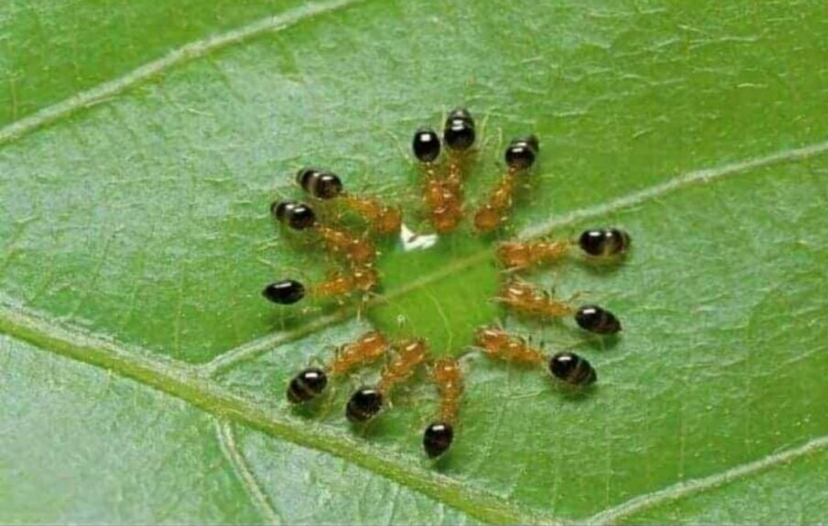
- ▶ Set a Reminder to yourself to log-in via Zoom Link on the day of AGM
- ▶ Participate actively in the EGM and get all doubts cleared by asking questions to the Chairperson via 'Chat-Box' or 'Raise-Hand" option
- ▶ Make sure you as Primary SH have access to your Registered e-Mail ID
- ▶ Please access the **e-Voting Platform** through the link that you receive on your **Registered Mail ID** sent to you **few days BEFORE the AGM.**
- ▶ Do remember to cast your votes within the allotted Voting Period

Still having some doubts or queries?

- ▶ Please write back to us: CS@SUVIDHA.CO.IN and you shall receive a clear response within the next 48 hours
- ▶ If you require to Escalate any issues faced wrt this AGM Notice /VC instructions/ e-Voting instructions / Registered e-Mail confirmation etc you may write to us on: BoD@SUVIDHA.CO.IN

Dhanyawaad!
Shukriya!
Thank you!

TEAM WORK GETS US TO WHERE WE WISH TO BE



Date:
From:

To
The Board of Directors,
Sushruta Vishranthi Dhama Limited
Bengaluru

Dear Sir,

Pursuant to Section 160 and other applicable provisions of Companies Act 2013, I,
_____ hereby offer my candidature for appointment as
Director of the Company in the election to be held on 14th September 2025.

My candidature is proposed by _____ of
cottage number _____ and is seconded by _____ of
cottage number _____

Please note that I hereby give my consent to be a director of the company.

I enclose herewith **INR 1,00,000/-** (Rupees One Lakh only) towards the amount of
deposit as required under the provisions of the Section 160 of the Companies Act 2013
via:

1. Cheque No _____ dated _____
2. DD No _____ dated _____
3. Online transfer via transfer no: _____ dated _____

Yours Truly

Signature of Candidate

Proposer
Signature

Seconder
Signature

NOMINEE DETAILS:

Full name of the Nominee: _____

PAN no: _____ (please attach a self-attested copy of your PAN card)

AADHAR: _____ (please attach a self-attested copy of your AADHAR card)

Do you have a valid passport – YES/NO

If yes, please provide the no: _____

DIN: _____

Do you have a valid DSC – YES/NO

Have your Suvidha shares been Dematerialised: YES/NO

IF yes, share D-mat Account number: _____

Please share your work profile/biodata with this application.

Declaration:

Information shared above is true to the best of my knowledge.

(Signature)

Date:

From: