

SUSHRUTA VISHRANTHI DHAMA LIMITED

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

29/08/2024

NOTICE

Notice is hereby given that the **Twentieth Annual General Meeting** of the Members of **Sushruta Vishranthi Dhama Ltd.** will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Sunday, the 22nd day of September 2024 at **10.30 A.M.** IST for the transaction of the following businesses, through Video Conferencing / Other Audio Visual Means 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 March 31, 2024, and the Reports of the Directors and Auditors thereon.**

"RESOLVED THAT the audited Balance Sheet as of March 31, 2024, 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, received by the members be and are hereby approved & adopted"

- 2. To re-appoint Mr. Venugopal V Shetty, Director who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Venugopal V Shetty, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation"

- 3. To re-appoint Dr. Nalini Shenoy, Director who retires by rotation and being eligible offers herself for re-appointment**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 Dr. Nalini Shenoy, who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation"

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4. To re-appoint Mr. Vaidyanathan A, Director, who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Vaidyanathan A, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation"

5. To record retirement of director- Mr. Gopalakrishnan Janardhanan (DIN – 08462639)

"RESOLVED THAT the Board accepts the resignation of Mr. Gopalakrishnan Janardhanan (DIN – 08462639), Director, not to continue as Independent Director beyond conclusion of 20th Annual General Meeting and The Board takes on record his contributions to the company during his tenure"

"FURTHER RESOLVED THAT Dr. Nilima Kadambi be and hereby authorized to file requisite forms and documents required under the provisions of the Companies Act 2013, after the conclusion of the 20th Annual General Meeting to be held on 22.09.2024"

6. To record retirement of director- Mr. Susheel Nagarajan (DIN –02490535)

"RESOLVED THAT the Board accepts the resignation of Mr. Susheel Nagarajan (DIN –02490535), Director, not to continue as Independent Director beyond conclusion of 20th Annual General Meeting and The Board takes on record his contributions to the company during his tenure"

"FURTHER RESOLVED THAT Dr. Nilima Kadambi be and hereby authorized to file requisite forms and documents required under the provisions of the Companies Act 2013, after the conclusion of the 20th Annual General Meeting to be held on 22.09.2024"

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- 7. Appointment of M/s. Vasudevan & Co, Chartered Accountants, Bengaluru 560062 as Statutory Auditors of the company for the Financial Year 2024-25 and Rs.1,75,000/- plus applicable taxes as Audit fees.**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law 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 appointment of M/s.Vasudevan & Co, Chartered Accountants, Unit No.11, 2nd Floor, Navarathna Gardens, Above DBS Bank, Kanakapura Road, Doddakallasandra, Bengaluru - 560062 (**Firm Regn. No.014986S**) for the Financial Year 2024-25 to hold office until the conclusion of AGM for the FY 2024-25 for a remuneration of Rs.1,75,000/- plus applicable GST"

SPECIAL BUSINESS:

- 8. To Extend the Members committee Term 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 reconstitute the committee and extend the term of the Members Committee of the company by one year till the date of the next ensuing 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".

**BY ORDER OF THE BOARD
FOR SUSHRUTA VISHRANTHI DHAMA LTD.**

-SD-

**Dr.Nilima Kadambi
Director
DIN: 1553825**

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NOTES:

- a) The Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013, with respect to Special Business as set out in the notices is annexed.
- b) The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named 'INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC' which is enclosed with the Notice of the AGM.
- c) 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:

Topic: ANNUAL GENERAL MEETING - VIA ZOOM

Time: September 22nd, 2024, 10.30 AM India

<https://us06web.zoom.us/j/82193564327?pwd=JW0Dn3MzMbaFTTrGk0Az6kZ700QdLrJ.1>

Meeting ID: 821 9356 4327

Passcode: 463449

- d) 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.
- e) 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.
- f) Any shareholder wanting to nominate to the Board, a candidate for the position of Director or Independent Director may use the application form provided and submit the same along with all supporting documents on or before **5.00 pm IST on 7th September 2024**
- g) 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.
- h) 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 12th September, 2024** through the Company Secretary's email address i.e. cs@suvidha.co.in. The same will be replied by the Company at the AGM.
- i) The members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers will be made available for inspection by the members at the Meeting at the Registered Office.
- j) 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.

CIN: U85310KA2004PLC035063 Ph: 91-80-26951000/212

E-mail: contact@suvidha.co.in

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- k) The meeting room shall be open 15 minutes prior to the scheduled time to avoid last minute technical glitches.
- l) For any Technical Assistance or issues faced during e-Voting or for participation in the AGM please contact CS Ms. Lakshmi Rathnam on cs@suvidha.co.in or +91 9148578597
- m) Notice in Connection with Dematerialization of shares has been sent to all Shareholders.
- n) 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.
- o) Members are requested to notify any change of their address to the Company's Registrars and share transfer agent.
- p) 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

The voting remains open from Wednesday 18.09.2024 at 9.00 AM IST to Saturday 21.09.2024 at 5.00 PM IST

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.

- q) Any person who is a Member of the Company as on **14.09.2024** is eligible to cast vote on all the resolutions set forth in the Notice of EGM **only through E- voting system**. The instructions to cast their votes through E-voting system is attached with the notice.
- r) The company has appointed Mr. Jayarama Korikkar, Practicing Company Secretary as the scrutinizer of the company for the Annual Ordinary Meeting.
- s) 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.
- t) The members attending the meeting who have not already cast their vote by remote e-voting will be able to exercise their right at the meeting. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- u) 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 AGM **only through E-voting system**. The instructions to cast their votes through E-voting system will be mailed to all the members by a separate mail.

**BY ORDER OF THE BOARD FOR
SUSHRUTHA VISHRANTHI DHAMA LTD.**

-sd-

Dr. Nilima Kadambi

Director

DIN: 1553825

CIN: U85310KA2004PLC035063 Ph: 91-80-26951000/212

E-mail: contact@suvidha.co.in

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

Item 8: To Extend the Members committee Term 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 and 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 July 2024:

Mr. A. Vaidyanathan	- BOD Nominee (Chairperson)
Ms. Usha Kurpad	- BOD Nominee
Mr. Vijayakumar Aluri	- Resident Member
Mr. Chandrakant Bhat	- Resident Member
Ms. Uma Tekur	- Resident Member
Ms. Suniti Phadke	- Non-Resident Member
Dr. K. R. Ramachandra	- Non-Resident Member