



NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of the company will be held at **11.00 AM** on **Monday, the 30th day of September 2019** at the Registered Office of the company at XVI/612, Maradu, Nettoor P.O., Kochi, Kerala – 682 040, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts, Report of Board of Directors and Auditors thereon.

To receive, consider and adopt Statement of Profit & Loss of the Company for the year ended March 31, 2019 and Balance Sheet as at that date and reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare dividend on equity shares.

3. Re- appointment of Director

To appoint a director in the place of Dr K V Johny (DIN: 00903258) who retires by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. Re- appointment of Director

To appoint a director in the place of Mr M M Mathai (DIN: 00904368) who retires by rotation in compliance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Re-appointment of Mrs. Mayadevi P (DIN: 07981846) as Independent Director:

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 Section 149, 150, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Mayadevi P (DIN: 07981846), who was appointed as an Additional Director of the Company on 15th November 2018 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Woman Independent Director of the Company to hold office for a period of three years up to 14th November, 2021, not liable to retire by rotation.

6. Re-appointment of Mr A Janardhana Pai (DIN: 00115688) as Independent Director:

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 Section 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr A Janardhana Pai (DIN: 00115688) who was appointed as an Additional Director of the Company on 1st April 2019 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for a period of five years up to 31st March 2024, not liable to retire by rotation.



7. Remuneration to Cost 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 148 and other applicable provisions of the Companies Act, 2013, and read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s BBS & Associates, Cost Accountants, Kochi (FRN: 00273) the cost auditors appointed by the board of directors of the Company, to conduct the audit of cost records of the company for the financial year ending March 31, 2020, be paid the remuneration of ₹ 1 lakh (rupees one lakh only) plus tax as applicable.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.

Place : Kochi
Date : 14th August 2019
Regd. Office: XVI/ 612, Maradu,
Nettoor.P.O, Kochi – 682040

By Order of the Board
Sd/-
R Muraleedharan
Company Secretary



NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the company at least **forty eight hours (48 hours)** before the time of the meeting.
3. A person can act as a proxy on behalf of members **not exceeding fifty (50)** and holding in the aggregate not more than ten percentage (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percentage (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.
5. The register of members and share transfer books of the company will be closed from **Monday, 23rd September 2019 to Monday, 30th September 2019**. (Both days inclusive).
6. All documents referred in the notice are open for inspection at the registered office of the company during the office hours on all working days.
7. Shareholders seeking any information on the accounts are requested to write to the company well in advance so as to enable the management to keep the information ready.
8. The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after September 30th, 2019 to those members whose names appear on the register of members as on September 30th, 2019. Dividend in respect of the shares held in demat mode will be paid as per list of beneficiaries furnished by NSDL & CDSL.
9. Members are requested to notify immediately any change in their address to the Registered Office of the Company.
10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary at the registered office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund.
11. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 29, 2018 (date of last Annual General Meeting) on the website of the Company ([www.vpslakeshorehospital.com/company - information/Details of Unpaid or Unclaimed Dividend](http://www.vpslakeshorehospital.com/company-information/Details-of-Unpaid-or-Unclaimed-Dividend)) and on the website of the Ministry of Corporate Affairs.
12. The Company entered into agreement with NSDL and CDSL to enable Members to demat and hold the shares of the Company in electronic form. Any member desirous to dematerialise his holding may do so through any of the depository participants who is connected to NSDL & CDSL. The ISIN of the equity shares of the Company is **INE01101010**.
13. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No: 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600017. E-mail: corpserv@integratedindia.in. Members whose shareholdings are in electronic mode are requested to approach their respective depository participants for effecting change of address.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail ID's either with the company or with the depository. Hence, members are requested to provide their ID's to the Company/the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form.



STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO.5: Re-Appointment of Mrs. Mayadevi P as Woman / Independent Director.

As prescribed under Section 149 of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014, a Public Company having a paid up capital of ₹ 10 crore or more or turnover of ₹ 100 crore or more shall have at least two independent directors and a Public Company having a Paid – up Capital of ₹ 100 crore or more is required to appoint a Women Director on the Board of the Company.

To comply with requirement under the provisions of Companies Act, the Board of Directors appointed Mrs. Mayadevi P (DIN: 07981846) as Additional Woman/ Independent Director of the Company w.e.f 15.11.2017 for a period of one year from 15.11.2017 to 14.11.2018.

The Board of Directors of the Company, at its meeting held on August 17, 2019 approved the re-appointment of Mrs. Mayadevi P as Additional Woman/ Independent Director of the Company for a further period of Three years pursuant to Section 161(1) and 149(10) of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013 Mrs. Mayadevi P would hold office upto the date of the ensuing Annual General Meeting and in terms of the provisions of the Section 149(10) of the Act an independent director shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

Mrs. Mayadevi has given the consent in writing to act as Women/Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. She has also given a declaration in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and she has also furnished a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Company has received a notice in writing from a member proposing appointment of Mrs Mayadevi P as a Woman Independent Director with a requisite deposit of ₹ 1 lakh proposing the candidature of Mrs Mayadevi P for the office of Director of the Company.

The Resolution seeks the approval of members as a special resolution for the appointment of Mrs. Mayadevi P as Women Independent Director of the Company for a term of three years from 15th November 2018 to 14th November 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder is set out as item no 5 of the Notice. The appointee shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Mayadevi P fulfils the conditions specified for being appointed as Women/ Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and she is independent of management. Copy of the letter of appointment of Mrs. Mayadevi P as Women/Independent Director would be available for inspection at the Registered Office of the company during normal business hours on any working days up to the date of the Annual General Meeting. The letter of appointment is also available on the website of the Company for the information of the shareholders.

Except Mrs. Mayadevi P, no Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in this item of business.

Brief resume of Mrs. Mayadevi P:

Mrs. Mayadevi P (DIN: 07981846) was born on 27th April 1954. She holds a Master's Degree in English Literature from Kerala University.

Mrs. Mayadevi started her career in State Bank of Travancore in the year 1976 as a Probationary officer. After serving in the banking sector for over 37 years in various positions, she retired in the year 2014 as Zonal Manager (DGM) of Ernakulum Zone of State Bank of Travancore. She has got excellent communication, interpersonal and negotiation skills.



The re-appointment of Mrs. Mayadevi P with many years of experience in public sector bank will be of much help to the organization.

The Board of Directors recommends the aforesaid resolution for approval by the members as a special resolution.

ITEM NO.6: Re-Appointment of Mr. A J Pai as Independent Director of the Company.

To comply with requirement under Section 149 of the Companies Act and the rules made thereunder Mr A Janardhana Pai (DIN: 00115688) was appointed as Independent director of the Company for a period of 5 years till 31st March 2019.

The Board of Directors of the Company, at its meeting held on 2nd February 2019 re-appointed Mr A Janardhana Pai as an Additional Independent Director of the Company from 01st April 2019 for a further period of Five years pursuant to Section 161(1) and 149(10) of the Companies Act, 2013 and subject to the approval of the shareholders at a duly convened General Meeting. In terms of the provisions of Section 161(1) of the Companies Act, 2013 Mr A Janardhana Pai would hold office upto the date of the ensuing Annual General Meeting and in terms of the provisions of the Section 149(10) of the Act an independent director shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

Mr A Janardhana Pai has given the consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. He has also given a declaration in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and he also furnished a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Company has received a notice in writing from a member proposing appointment of Mr A Janardhana Pai as an Independent Director of the Company.

The Resolution seeks the approval of members as a special resolution for the appointment of Mr A Janardhana Pai as Independent Director of the Company for a term of five years from 1st April 2019 to 31st March 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. The appointee shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr A Janardhana Pai fulfils the conditions specified for being appointed as Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and he is independent of management. Copy of the draft letter for appointment of Mr A Janardhana Pai as an Independent Director would be available for inspection at the registered office of the company during normal business hours on working days up to the date of the Annual General Meeting. The letter of appointment is also available on the website of the Company for the information of the shareholders.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr A Janardhana Pai as an Independent Director. Accordingly, the Board recommends this special resolution for the approval by the members of the Company.

Except Mr A Janardhana Pai, no Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in this item of business.

Brief resume of Mr A Janardhana Pai

Mr A Janardhana Pai was in the Board of the Company as a KSIDC Nominee from 2002 to 2004. He was Director (Finance) during 2004 to 2009 and he retired on 31.01.2009 on the expiry of the five year term. He is a non-executive director on the Board of Company from February 01, 2009. Mr A Janardhana Pai, is a fellow member of the Institute of Chartered Accountants of India and has been in the service of KSIDC Ltd for about 25 years and retired in the year 2003 as its Executive Director.



The re-appointment of Mr A J Pai with vast experience in Finance and Accounts will be of much help to the organization. The Board of Directors recommends the aforesaid resolution for approval by the members as a special resolution.

ITEM NO. 7: Ratification of remuneration payable to Cost Auditor for the financial year 2019-20.

The Board, on the recommendation of the Audit Committee has approved the appointment of M/s BBS & Associates, Cost Accountants, Kochi (FRN:00273) as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31.03.2020 on a remuneration of ₹ 100,000/- (Rupees One lakh only) plus tax as applicable.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an ordinary resolution as set out at item No. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.03.2020.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in this item of business.

The Board of Directors recommends the aforesaid resolution for the approval by the members as an Ordinary Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.

Name of Director	Dr. K V Johny (DIN: 00903258)	Mr M M Mathai (DIN: 00904368)
Date of Birth, Age	21.07.1938 / 81 Years	25.05.1943 / 75 Years
Date of First Appointment	30.12.1999	17.12.2004
Qualifications:	<ul style="list-style-type: none"> • MBBS- Kerala University, 1962 • MD (General Medicine)- Kerala University, 1965 • Fellow In Nephrology- Queen Elizabeth Adelaide, S.Australia, 1969 • FRCPC-Royal College Of Physicians, 1978 	Intermediate
Nature of experience/ Expertise:	Dr K V Johny is a pioneer in Nephrology in the country who held very senior positions in India, Canada and Kuwait Universities as Professor for more than 45 years. He also held the position of Vice Dean of Kuwait University for few years.	Sri M M Mathai is an NRI industrialist based at Kuwait. He is the Managing Director of Lima Petroleum Services Co. WLL which is engaged in Pipeline Services & Supplies, Oil Field Equipment manufacturers, Bolts, Nuts and Ball Valves.
Terms and conditions of appointment or re-appointment and details of remuneration	NIL	NIL
Relationship with other Directors	NIL	NIL
Number of Meetings of the Board attended during the year	4 out of 4 meetings	2 out of 4 meetings



Number of other listed Cos. In which Directorship is held:	NIL	NIL
Names of the committees of the Board of Other Companies in which Membership/ Chairmanship are held:	NIL	NIL
Shareholding in the company	1.17 %	1.33 %

Name of Director	Mrs. Mayadevi P (DIN: 07981846)	Mr A Janardhana Pai (DIN: 00115688)
Date of Birth, Age:	27.04.1954 / 65 Years	06.09.1945 / 73 Years
Date of First Appointment:	15.11.2017	30.10.2002
Qualifications:	M.A (English Language And Literature)	B.Com, FCA
Nature of experience/ Expertise:	Served in State Bank of Travancore for 37 years and retired in the year 2014 as Deputy General Manager. During her service with the bank she was heading corporate credit department for many years.	He is a Qualified Chartered Accountant with more than 40 years of experience and Director on the Boards of many companies.
Terms and conditions of appointment or re-appointment and details of remuneration	Terms and conditions as per the letter of appointment dated 01.11.2018 and eligible for sitting fee for attending Board or Committee meetings	Terms and conditions as per the letter of appointment dated 27.03.2019 and eligible for sitting fee for attending Board or Committee meetings
Relationship with other Directors	NIL	NIL
Number of Meetings of the Board attended during the year	3 out of 4 meeting	4 out of 4 meetings
Number of other listed Cos. In which Directorship is held:	NIL	1
Names of the committees of the Board of Other Companies in which Membership/ Chairmanship are held:	NIL	Audit Committee and Nomination Committee of Cochin Minerals And Rutile Ltd
Shareholding in the company	NIL	NIL

Place : Kochi

Date : 14th August 2019

Regd. Office: XVI/ 612, Maradu,

Nettoor P O, Kochi – 682040

By Order of the Board

Sd/-

R Muraleedharan

Company Secretary



LAKESHORE HOSPITAL AND RESEARCH CENTRE LIMITED
 Regd. Office: XVI/612, Maradu, Nettloor P.O, Kochi – 682 040.
 (CIN: U85110KL1996PLC010260)

Form 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)

23rd Annual General Meeting – September 30, 2019

Name of the Member(s)	:	
Registered Address	:	
E-mail ID/ Phone No.	:	
Folio No./Client ID	:	

I/We, being the holder(s) ofequity shares of Lakeshore Hospital and Research Centre Limited, hereby appoint

1. Name:.....E-mail ID:
 Address:.....

Signature:or failing him/her

2. Name:.....E-mail ID:
 Address:.....

Signature:or failing him/her

3. Name:.....E-mail ID:
 Address:.....

Signature:

as my / our proxy to attend and vote (on poll) for me / us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 11.A.M. at the registered office of the Company at No. XIV/612, Maradu, Nettloor P.O, Kochi – 682 040 and any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Particulars
1	To receive, consider and adopt Statement of Profit & Loss of the Company for the year ended March 31, 2019 and Balance Sheet as at that date and Reports of the Board of Directors and Auditors thereon.
2	To declare dividend on equity shares.
3	To appoint a Director in the place of Dr. K.V. Johny (DIN: 00903258) who retires by rotation and being eligible, offers himself for re-appointment.
4	To appoint a Director in the place of Mr. M.M. Mathai (DIN: 00904368) who retires by rotation and being eligible, offers himself for re-appointment.
5	Re-appointment of Mrs Mayadevi P (DIN: 07981846) as Woman/Independent Director
6	Re-appointment of Mr. A. Janardhana Pai (DIN: 00115688) as Independent Director
7	Remuneration to Cost Auditors

Signed thisday of September, 2019

Signature of Shareholder.....

Signature of Proxy holder(s).....

Note: 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.

Affix
 Revenue
 Stamp of
 ₹ 1/-