

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of the company will be held on **Monday, the 7th December 2020 at 12.00 Noon (IST)** through Video Conferencing (VC)/Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act 2013, read with MCA Circulars No.14/2020, 17/2020 and 20/2020 dated 08th April 2020, 13th April 2020 and 05th May 2020 respectively 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, 2020 and Balance Sheet as at that date and reports of the Board of Directors and Auditors thereon.

2. Re- appointment of Director

To appoint a director in the place of Mr P D Mathew (DIN: 00903297) 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.

3. Re- appointment of Director

To appoint a director in the place of Mr K N Prabhakaran Nair (DIN: 00900836) 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:

4. 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 : 21st October 2020
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. In View of the COVID 19 pandemic, the Ministry of Corporate Affairs vide circular dated 5th May 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "Circulars"), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notices of the meeting and other correspondences relating thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the notice along with the Annual Reports for the Financial year ended 31st March 2020 consisting of financial statements including Board's Report, Auditor's Report and other documents required to be attached therewith (collectively referred to as the Notice) have been sent to those members whose-mail ids are registered with the Company or the Registrars & Share Transfer agents or the Depository Participant(s) through electronic means and no physical copy of the notice has been sent by the Company to any others. The Notice has also been hosted in the website of the Company at www.vpslakeshorehospital.com.
3. In compliance with the said circulars, the Company has sent communication for all shareholders whose email addresses are not registered, for registering their email address with the Company. The members who have not yet registered their e-mail ids with the Company may contact **cs@lakeshorehospital.org** for registering their email ids on or before **25th November 2020**.
4. In view of the MCA Circulars, no proxy shall be appointed by the members. However, Corporate Members are requested to send to the Company/RTA a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting through VC.
5. The cut-off date for ascertaining members to attend the AGM and e-voting at the AGM is **25th November 2020**.
6. **Change of Address:** Members are requested to notify any change of address, email address and bank details to their depository participants in respect of their holdings in electronic form and in respect of shares held in physical form, to the secretarial department at the registered office of the Company or to M/s. 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.
7. **A. INTRUCTIONS FOR SHARE HOLDERS FOR E-VOTING AT MEETING ARE AS UNDER:**
 - (i) **The voting period begins on at 12.00 Noon on Monday, 07th December 2020 and ends at 02.00 pm.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th November 2020 may cast their vote electronically during the meeting. The e-voting module shall be disabled by CDSL for voting thereafter*.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Shareholders" module.
 - (iv) Now enter your User ID

*For institutions, please refer Point No. 16 on page No 11



- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login – Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, **click on e-Voting option** and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to contact Company at cs@lakeshorehospital.org . Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR

Date of Birth (DOB)	If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details.
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

- (ix) Click on the Live Streaming Link available in column before EVSN – Company Name to join meeting through Video Conferencing Zoom Application.
- (x) Enter your First Name, Last Name and Email ID and click on Join Now/Submit.
- (xi) Click on the EVSN for the Company – Lakeshore Hospital and Research Centre Ltd on which you choose to vote. Kindly click on Live streaming link before voting.
- (xii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES implies that assent to the Resolution and option YES/NO for voting. Select the option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter User ID and the image verification code and click on the Forgot Password & enter the details as prompted by the system.
- (xx) Only those shareholders, who are present in the AGM through VC/OAVM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (xxi) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITOROES FOR OBTAINING LOGIN CREDITIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For physical shareholders, pleas provide necessary details like Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company e-mail id: cs@lakeshorehospital.org
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL 16 digit DPID = CLID), Name, Client Master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN Card), Aadhar (self-attested scanned copy of Aadhar Card) to Company e-mail id: cs@lakeshorehospital.org.

D. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- NON-Individual shareholders (ie. other than individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-individual shareholders are required to send the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the e-mail address viz., cs@lakeshorehospital.org, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & from e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk, e-voting@cdslindia.com or contact Mr Nitin Kunder (022-23058738) or Mr Mehboob Lakhani (022-23058543) or Mr Rakesh Danvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager (CDSL) Central Depository Services (India) Limited, A Wind, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

8. Voting rights of members (for Voting at the meeting) shall be in proportion to the shares of the paid-up equity share capital of the Company as on the cutoff date ie., 25th November 2020. A person whose name is registered in the Register of Members or Register of Beneficial Owners (as at the end of business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility for voting.
9. Joint Holding: members are informed that in case of joint holders attending the Meeting; only one such joint holder whose name appears first in the joint holder list will be entitled to vote.
10. In accordance with the aforementioned MCA Circular, the members are requested to follow the following instructions in order to participate in the meeting through VC Mechanism:
 - a. The login id and pass word for joining the meeting has been provided along with the Notice.
 - b. The facility for joining the Meeting shall be open 15 minutes before the time scheduled to start the meeting ie., 12.00 Noon and 15 minutes after the expiry of the said scheduled time 02.00 pm.
 - c. Members who hold the shares in dematerialized form are requested to furnish their client ID and DP ID numbers and members who hold share in physical form are requested to furnish their folio numbers for easy identification of attendance in the VC meeting.
 - d. Participation of single member shall only be allowed at a time.
 - e. Queries on the accounts and operations of the Company or the business covered under the Notice may be sent to cs@lakeshorehospital.org at least 7 days in advance of the meeting so that the answers may be made readily available at the meeting.
 - f. Members are requested to email at chandran@lakeshorehospital.org or call mobile No.9747044193 or 9446006640 in case of any technical assistance required at the time of login/assessing/voting at the meeting through VC.
11. The Annual Report circulated to the members of the Company, will be made available on the Company's website.

12. The deemed venue for the 24th AGM shall be the Registered Office of the Company.
13. All documents referred to in the accompanying Notice and Explanatory Statement setting out material facts are open for inspection by the members only in electronic format on all working days between 10.00 am and 12.00 Noon upto the date of the 24th Annual General Meeting.
14. 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.
15. 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 30, 2019 (date of last Annual General Meeting) on the website of the Company ([www.vpslakeshorehospital.com/investors-zone/Details of Unpaid or Unclaimed Dividend](http://www.vpslakeshorehospital.com/investors-zone/Details-of-Unpaid-or-Unclaimed-Dividend)) and on the website of the Ministry of Corporate Affairs.
16. Instructions for joining –
 - ◆ You will need a computer, tablet or smart phone with speaker or headphones. You may be instructed to download the Zoom application (Install Zoom meeting from Google play store/Apple store in case of mobile device). In case of laptop/ pc zoom application can be downloaded from <https://zoom.us/support/download>
 - ◆ After download and installation of Zoom application click on zoom link
 - ◆ You will be prompted for display name. Please give your full name
 - ◆ Then you have an opportunity to test your audio at this point by clicking on "Test Computer Audio". Once you are satisfied that your audio works, click on "Join audio by computer".
 - ◆ Participant controls in the lower left corner of the Zoom screen; Using the icons in the lower left corner of the Zoom screen, you can:
 - Mute/Unmute your microphone (far left)
 - Turn on/off camera ("Start/stop video")
 - ◆ Please remain mute all through the meeting and use raise hand option and unmute only when the moderator calls out your name to talk.
17. We request you to provide your e-mail address to us in the following ways:
 - a) Register your e-mail address with your depository: In case you are holding shares in electronic form please provide your Email ID to your depository participant (DP). We will download the same from the depository at the time of finalizing the mailing list or
 - b) Write to us: You may provide your Email ID details in a simple letter addressed either to: info@lakeshorehospital.com.
18. 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 **INE011I01010**.

STATEMENT

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

ITEM NO. 5: Ratification of remuneration payable to Cost Auditor for the financial year 2020-21.

The Board 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 31.03.2021 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. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.03.2021.

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.

Place : Kochi

Date : 21st October 2020

Regd. Office: XVI/ 612, Maradu,

Nettoor P O, Kochi – 682040

By Order of the Board

Sd/-

R Muraleedharan

Company Secretary

As per the requirement of Secretarial Standard-2, the following information relating to the directors to be reappointed as contained in item 2 & 3 is furnished below:

Particulars	Information	Information
Name	Mr K N Prabhakaran Nair	Mr P D Mathew
Age	78 years	62 years
Qualifications	Intermediate	BE
Experience	Managing own shipping and logistics business in Sharjah for the last 40 years.	Managing own Engineering, Construction and Project Management Company, in Arabian Gulf and the Middle East for last 25 years.
Terms and conditions of appointment	Director retiring by rotation, eligible offer himself for re-appointment.	Director retiring by rotation, eligible offer himself for re-appointment.
Remuneration last drawn	Nil	Nil
Date of first appointment on Board	25.06.1988	27.06.2001
Shareholding in the Company	7,00,000 Equity shares of ₹ 10/- each	25,03,000 Equity Shares of ₹ 10/- each
Relationship with other Directors, Manager and other KMP	Nil	Nil
Number of Meetings of Board attended	4	1
Other Directorships Memberships/Chairmanships of Committees of other Boards	Nil	Director in – 1. Valley view Realtors And Construction Private Limited 2. Danem Heavy Industries Private Ltd 3. Kaysons Developers LLP 4. Danem Oil & Gas LLP 5. College Of Petrochem Technology LLP