

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of the company will be held at **12.00 Noon (IST)** on **Saturday, the 28th September 2024** through Video Conferencing (VC) to transact the following business:

ORDINARY BUSINESS:

- 1. Adoption of Accounts, Report of Board of Directors and Auditors thereon.**
To receive, consider and adopt audited financial statements (including consolidated financial statements) for the year ended March 31, 2024 together with the Report of the Board of Directors and Independent Auditors report thereon.
- 2. Declaration of Dividend.**
To declare dividend on equity shares.
- 3. Re-appointment of Director.**
To appoint a director in the place of Mr. Job Varghese (DIN: 02839141) 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. Kaivilayil Varghese 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.

SPECIAL BUSINESS:

- 5. 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, 2025, be paid the remuneration of ₹1,25,000/- (Rupees one lakh twenty five thousand 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.
- 6. Appointment of Mr. Reuben George Joseph as an Independent 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 the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Reuben George Joseph. (DIN: 02777012), who was appointed as an Additional Director with effect from August 08, 2024, who hold office up to the date of this Annual General Meeting in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) years till August 07, 2027, and that he shall not be liable to retire by rotation.

7. Appointment of Mr. Hari Mohan Haritas as a Director.

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

“RESOLVED THAT Mr. Hari Mohan Haritas, (DIN: 10650876), who was appointed as an Additional Director of the Company, by the Board of Directors with effect from 08th August 2024, under the provisions of Section 161 (1) of the Companies Act, 2013 and other applicable provisions, if any, (including any modification or re-enactment thereof) and the Articles of Association of the Company and who hold office upto 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 Act from a member proposing his candidature for the office of the director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Place : Kochi
Date : 08th August 2024
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 terms of the circulars issued by the MCA, a copy of the notice along with the Annual Reports for the financial year ended 31st March 2024 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 of the meeting and Annual Report are available on the website of the Company at www.vpslakeshorehospital.com
3. 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 may sent their email ID’s to cs@lakeshorehospital.org for registering their email address.
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 record date for the annual general meeting will be **September 21, 2024**. The register of members and share transfer books of the Company will be closed from **September 22, 2024 to September 28, 2024** (both days inclusive) for the purpose of payment of dividend on equity shares subject to approval by the Members, at the 28th Annual General Meeting to be held on 28th September 2024.
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 the Registrar and Share Transfer Agent, 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. The Company has engaged CDSL to provide VC/OAVM facility to its shareholders for participation in the e-AGM.
8. Shareholders will be able to attend the AGM by using their e-Voting login credentials.
9. The deemed venue for the 28th AGM shall be the Registered office of the Company.
10. 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 from 07th September 2024 to 27th September 2024 between 02.00 PM and 05.00 PM up to the date of the 28th Annual General Meeting.

11. TDS on Dividend:

Pursuant to amendment made to the provisions relating to taxability of dividend, in the Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source on dividend paid to Shareholders at the prescribed rates. For prescribed rates of TDS on various categories of persons, the Shareholders are requested to refer the amended provisions of the Income Tax Act, 1961.

The Shareholders are requested to furnish their PAN to the Company (in case of shares held in physical mode) or to the Depositories (in case of shares held in demat mode). A Resident individual Shareholder with PAN, enjoying exemption under one or the other provisions of the Income Tax Act can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source, by email to Company at the email Id: cs@lakeshorehospital.org on or before 21st September 2024. Shareholders are requested to note that in case their PAN is not furnished, the tax will be deducted at a higher rate of 20%.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents viz., declaration of No Permanent Establishment in India and declaration of Beneficial Ownership, Tax Residency Certificate (TRC), Form 10F, any other document which may be required to avail the tax treaty benefits, by sending an email to the company at the email Id: cs@lakeshorehospital.org on or before 21st September 2024.

12. Dividend of prior years: In terms of Sections 124 of the Companies Act, 2013, the dividend which remains unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the "Investor Education and Protection Fund" established by the Central Government. According to the relevant provisions of the Companies Act, 2013, no claim shall lie against the said Fund or the Company for the amount of dividend so transferred to the said Fund. Members, who have not encashed the dividend warrant so far for the Financial Year ended 31st March 2021, 31st March 2022 and 31st March 2023 are requested to send their claim directly to the Company.
13. 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 29th September 2023. (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%20zone/Details%20of%20Unpaid%20or%20Unclaimed%20Dividend)) and on the website of the Ministry of Corporate Affairs.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or to M/s Integrated Registry Management Services Private Limited. 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 **INE01TI01010**.

CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS.

1. Pursuant to the General Circular Nos. 20/2020 dated 05.05.2020, No.14/2020 dated 08.04.2020; 17/2020 dated 13.04.2020; 22/2020 dated 15.06.2020; 33/2020 dated 28.09.2020; 39/2020 dated 31.12.2020; 10/2021 dated 23.06.2021; 20/2021 dated 08.12.2021; 03/2022 dated 05.05.2022, 10/2022 and 11/2022 dated 28.12.2022 and 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs (MCA) , Companies are allowed to hold AGM through Video Conferencing (VC), without the physical presence of members at a common venue. In compliance with the above Circulars the AGM of the Members of the Company is being held through VC.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, May 05 2022, December 28, 2022 and 25.09.2023 and the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.vpslakshorehospital.org. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 20, 2022.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and General Circular No. 02/2022 dated 05th May, 2022 and Circular No.09/2023 dated 25th September 2023 after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2024, to conduct their AGMs on or before 30.09.2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 10/2022.

Voting Process and Instructions: Remote e-Voting (Voting through electronic means)

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide its Members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system from a place other than the venue of the AGM (remote e-Voting) will be provided by Central Depository Services (India) Limited (CDSL) and the items of business as detailed in this Notice may be transacted through remote e-Voting.
- (ii) A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the cut-off date of September 21, 2024 only shall be entitled to avail the facility of Remote e-Voting.
- (iii) The Members who have cast their votes through Remote e-Voting prior to the AGM may also attend / participate in the AGM through VC, but shall not be entitled to cast their vote again.
- (iv) The Remote e-voting period commences on **September 25, 2024 (9:00 AM) and ends on September 27, 2024 (5:00 PM)**. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of September 21, 2024, may cast their vote electronically. The Remote e-Voting module shall be disabled by CDSL for voting thereafter.
- (v) The voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the cut-off date of September 21, 2024.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The venue voting begins at 12.00 noon on Saturday, 28th September 2024 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 (record date) of 21st September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without

having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.</p>

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings **for Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website **www.evotingindia.com**
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - 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.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on “SUBMIT” tab.

- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the Lakeshore Hospital and Research Centre Limited on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@lakeshorehospital.org (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least three days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@lakeshorehospital.org. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@lakeshorehospital.org These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of 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/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911.

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of 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/RTA email id.
2. For Demat shareholders – please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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STATEMENT

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

ITEM NO. 05: Ratification of remuneration payable to Cost Auditor for the financial year 2024-25.

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 31.03.2025 on a remuneration of ₹1,25,000/- (Rupees One lakh Twenty-Five Thousand 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. 05 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.03.2025.

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.

ITEM NO. 06: Appointment of Mr Reuben George Joseph as an Independent Director of the Company.

The Board of Directors appointed Mr. Reuben George Joseph as an Additional/Independent Director of the Company on 08.08.2024 in the vacancy cause due to retirement of Mr. A Janardhana Pai (DIN: 00115688) as Independent Director on 31.03.24. Mr Reuben George Joseph will hold office as such until conclusion ensuing Annual General Meeting. Necessary resolution for appointment of Mr Reuben George Joseph as an Independent Director for a term of three years is placed before the members for approval.

Mr. Reuben George Joseph (DIN:02777012) is a Chartered Accountant by profession with over 19 years of extensive experience in audit, taxation, valuation, financial accounting and reporting also he is registered as Insolvency professional under Insolvency and Bankruptcy Board of India and also recognizes as a Registered Valuer for securities and financial assets under IBC. Mr Reuben George Joseph is a Partner with G. Joseph & Associates, Chartered Accountants, Kochi since April 2006.

Mr Reuben George Joseph has given his 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 has 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.

In the opinion of the Board, Mr. Reuben George Joseph fulfills the conditions specified in the Companies Act, 2013, and the Rules made thereunder and is independent of the management.

The resolution seeks the approval of members at item No.6 of the notice for the appointment of the notice for the appointment of Mr Reuben George Joseph as an Independent Director of the Company for a term of three years from 08th August 2024 to 07th August 2027 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.

The copy of the letter of appointment of Mr Reuben George Joseph as an Independent Director would be available for inspection at the Registered Office of the company during normal business hours on any working day 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 Resolution seeks the approval of members at item No.6 of the notice for the appointment of Mr Reuben George Joseph as an Independent Director of the Company.

No Director or Key Managerial Personnel of the Company or their relatives other than Mr Reuben George Joseph is concerned or interested in the said Resolution. Mr Reuben George Joseph is not related to any other Director or KMP of the Company.

ITEM NO. 07: Appointment of Mr Hari Mohan Haritas as Director of the Company.

The Board of Directors of the Company, at their meeting held on August 08, 2024 appointed Mr Hari Mohan Haritas (DIN: 10650876) as an Additional Director of the Company who holds office upto the date of this Annual General meeting of the Company under Section 161 (1) of the Companies Act, 2013 (the Act) and Article 103 of the Articles of Association of the Company, who is eligible for appointment in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act, from a member proposing his candidature for appointment as a Director of the Company.

The Board is of the view that the appointment of Mr. Hari Mohan Haritas (DIN:10650876) as the Director of the Company subject to the approval of the members would be desirable, beneficial and in the best interest of the Company.

Mr. Hari Mohan Haritas, a Chartered Accountant by profession, brings with him an experience over 35 years in healthcare industry in financial leadership role across India, Middle east including UAE, KSA and Oman and his association with the Company will be of immense value. Mr Hari Mohan is presently occupying the position of Group CFO of VPS Healthcare LLC, Dubai from May 2023 onwards.

Mr Hari Mohan has given his consent in writing to act as 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.

The Resolution seeks the approval of members at item No.7 of the notice for the appointment of Mr Hari Mohan as a Director of the Company liable to retire by rotation.

No Director or Key Managerial Personnel of the Company or their relatives other than Mr Hari Mohan Haritas and Dr V P Shamsheer, Chairman of the Company and the promoter of the VPS Healthcare LLC, UAE is concerned or interested in the said Resolution. Mr Hari Mohan Haritas is not related to any other Director or KMP of the Company.

Place : Kochi
Date : 8th August 2024
Regd. Office: XVI/ 612, Maradu,
Nettoor P O, Kochi - 682040

By Order of the Board

Sd/-
R Muraleedharan
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER SECRETARIAL STANDARD-2 ON GENERAL MEETINGS IS FURNISHED BELOW:

Name of Director	Mr JOB VARGHESE (DIN: 02839141)	Mr KAIVILAYIL VARGHESE JOHNY (DIN: 00903258)
Date of Birth, Age	22.06.1951 – 73 Years	21.07.1938 – 86 Years
Date of First Appointment	27.01.2010	30.12.1999
Qualifications	Engineer	MBBS MD (General Medicine)–Fellow in Nephrology–Queen Elizabeth Adelaide, South Africa FRCP – Royal college of Physicians
Nature of experience/ Expertise:	Mr Job Varghese is a businessman of Indian Origin and a citizen of U S. He owns a electronic manufacturing and investment companies with multinational integration in USA.	Mr. K V Johny is a pioneer in Nephrology in the country who held very senior position in India, Canada, and Kuwait Universities as professor for more than 47 years. He also held position as vice dean of Kuwait Universities for Few years
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	2 out of 4 meetings	4 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	Director in Lakeshore Food and Beverages Private Limited
Shareholding in the company	3.93%	1.17%

Name of Director	Mr Reuben George Joseph (DIN: 02777012)	Mr Hari Mohan Haritas (DIN: 10650876)
Date of Birth, Age	22.05.1983 – 41 Years	30.04.1966 – 58 Years
Date of First Appointment	08.08.2024	08.08.2024
Qualifications	Fellow member of the Institute of Chartered Accountants of India.	Fellow member of the Institute of Chartered Accountants of India.
Nature of experience/ Expertise:	Mr. Reuben George Joseph is a Chartered Accountant with 19 years of extensive experience in audit, taxation, valuation, financial accounting and reporting. He is registered as Insolvency professional under Insolvency and Bankruptcy Board of India and also recognizes as a Registered Valuer for securities and financial assets under IBC.	Mr. Hari Mohan Haritas is a Chartered Accountant with 35 years of experience in financial leadership roles in India and in Middle East. Expertise in strategic finance, business partnering, and risk management. Proficient in Fin Tech, e-payment solutions and digital transformation, with strong capabilities in in financial modeling and investment evaluation.
Terms and conditions of appointment or re-appointment and details of remuneration	Appointed as Additional & Independent Director	Appointed as Additional Director
Relationship with other Directors	NIL	NIL
Number of Meetings of the Board attended during the year	NIL	NIL
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:	Director, PIL Technologies Private Limited.	Group CFO of VPS Healthcare LLC.
Shareholding in the company	NIL	NIL