

WOODLANDS MULTISPECIALITY HOSPITAL LIMITED

Registered Office: 8/5, Alipore Road, Kolkata - 700 027

CIN: U85110WB2009PLC140464

Phone: 033-4033-7000; Fax: 033-2456-7095; Email: finance@woodlandshospital.in;

NOTICE TO THE MEMBERS

Notice is hereby given that the Twelfth Annual General Meeting of the members of Woodlands Multispeciality Hospital Limited will be held on Monday, 27th September, 2021 at 4.00 p.m. through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Rupali Basu [DIN: 01778854] who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Umang Kanoria [DIN: 00081108] as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 178 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ['the Act'] and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and those of the Board of Directors of the Company ['the Board'], Mr. Umang Kanoria [DIN: 00081108], who was appointed as an Additional Director of the Company with effect from 3rd August, 2021 in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Umang Kanoria for the office of Director, being eligible, be and is hereby appointed as a Non-Executive Director in the category of Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of 5 (five) consecutive years with effect from 3rd August, 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

4. Re-appointment of Mr. Alope Mookherjee [DIN: 00174385] as a Non-Executive

Independent Director of the Company:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 178 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 [‘the Act’] and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and those of the Board of Directors of the Company [‘the Board’] consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Alope Mookherjee [DIN: 00174385], whose current period of office is expiring on 27th June, 2022 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and who is eligible for re-appointment, as a Non-Executive Director of the Company in the category of Independent Director, not liable to retire by rotation, for his second term of 5 (five) consecutive years with effect from 28th June, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

5. Appointment of Dr. Rupali Basu [DIN: 01778854] as Managing Director & CEO:

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 Sections 196, 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the appointment of Dr. Rupali Basu [DIN: 01778854] as Managing Director & CEO of the Company from 28th May, 2021 to 26th May, 2022 keeping other terms and conditions governing her earlier appointment as the Whole-time Director & CEO of the Company unaltered, to be set out in a letter to be issued by the Company to Dr Rupali Basu.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution including issuing, signing and execution of the aforesaid letter to be issued by the Company to Dr. Rupali Basu."

6. Borrowing limit in excess of paid-up capital and free reserves:

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force], consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ['the Board'] to borrow any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital, free reserves and securities premium of the Company provided that the total amount so borrowed by the Board shall not exceed Rs. 300 Crores [Rupees Three Hundred Crores] and outstanding at any time.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution and in this regard and to the extent permitted by law, delegate all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

7. Creation of Charge / Security on assets or properties of the Company:

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ['the Board' which term shall be deemed to include any committee thereof or any person so authorized by the Board] to create charges, mortgages, hypothecations and / or otherwise encumber all or any of the properties of the Company whether immovable and/or movable, whether tangible or intangible, and whether present or future and wheresoever the same may be situated, in favour of lenders, their agents and/or security trustees and/or debenture trustees for securing any financial facilities / loan(s) whether long-term, medium-term, short-term including working capital loans / borrowings availed/to be availed in foreign currency and/or rupee currency and fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments issued/to be issued by the Company from time to time, subject to the limits approved / as may be approved by the Members under Section 180(1)(c) of the Companies Act, 2013 together with agreed interest, charges, expenses, front-end fees, premia on prepayment, premium (if any) on redemption, remuneration of agent(s)/trustee(s) and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed(s) and/or any other deed(s) or document(s) entered into/to be entered into between the Company with the lender(s) / agent(s) / trustee(s) / state government(s) / agency(ies) representing various state government(s) and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s) / agent(s) / trustee(s) / state government(s) / agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with/to the mortgages and/or charges created or to be created by the Company or in such other manner / rank / otherwise as may be

thought expedient by the Board and agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board be and is/are hereby also authorized to finalise, settle and execute any and all agreements, documents, deeds, writings and papers as may be necessary for creating the mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as it/they may, in its/their absolute discretion consider necessary, desirable or expedient for implementing this resolution and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company."

8. Ratification of Remuneration of the Cost Auditors:

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 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration of M/s. Shome & Banerjee, Cost Accountants, [Firm Registration No.: 000001], appointed as the Cost Auditors by the Board of Directors of the Company ('the Board') for the financial year ending 31st March, 2022 to conduct cost audit relating to cost records of the Company and that the Cost Auditors be paid a remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and out of pocket expenses.

Resolved Further That the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

9. To consider the following Ordinary Resolution in respect of a shareholder's Notice dated 23 August, 2021 under Section 160 of the Companies Act, 2013:

"RESOLVED THAT Mr. Keshav Parasramka [DIN: 07037667] be and is hereby appointed a Director of the Company."

Registered Office:
Woodlands Multispeciality Hospital Limited
CIN: U85110WB2009PLC140464
8/5, Alipore Road, Kolkata – 700 027

By order of the Board

Dated: 30th August, 2021

Pradip Kumar Khaitan
Director
DIN: 00004821

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, ('the Act') relating to Special Business(es) to be transacted at the Annual General Meeting ['AGM'] are annexed hereto.

2. The Board does not support the Ordinary Resolution under Item No. 9 relating to a Notice received in terms of Section 160 of the Act.

3. **A.** Pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 followed by Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and all other relevant circulars issued from time-to-time companies are allowed to hold AGM during the calendar year 2021 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

B. AGM through VC / OAVM

a) Members are requested to join the Twelfth AGM through VC/OAVM mode latest by 3.45 P.M. IST by clicking on the link **<https://www.evoting.nsdl.com>** under members login, where the EVEN (E-voting Event Number) of the Company will be displayed, by using the remote e-voting credentials and following the procedures mentioned later in these Notes. The said process of joining the AGM will commence from 3.30 P.M. IST and may be closed at 4.15 P.M. IST, or, soon thereafter.

b) Members may note that the VC/OAVM Facility provided by NSDL will allow participation of all the Members.

c) Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as the case may be, along with their names, DP ID and Client ID numbers/folio numbers, email ids and mobile numbers, to reach the Company's email address at **finance@woodlandshospital.in** latest by Friday, 24 September, 2021 by 5.00 p.m. (IST).

d) When a pre-registered speaker is invited to raise at the AGM his/her questions, already emailed in advance as requested in para (c) above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions.

Accordingly, all speakers are requested to get connected to a device with a video/camera along with stable internet speed.

4. Physical copies of the Notice of Twelfth Annual General Meeting (AGM), all documents referred to in the Notice and the Annual Report for the financial year 2020-21 will be available for inspection at the Company's Registered Office from 11.00 a.m. to 1.00 p.m. on working days upto the date of the AGM.

5. Instructions for attending the AGM

i) In view of the outbreak of the COVID-19 pandemic, social distancing norm has to be followed and pursuant to the MCA Circulars, physical attendance of the members at the AGM is not required and AGM has to be held through VC/OAVM. Hence, members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned in Note 3(B) above as arranged by the Company with National Securities Depository Limited (NSDL).

ii) **Members may access NSDL e-Voting system by following the steps mentioned above**

and after successful login, they will be requested to click on VC/OAVM link placed under “Join General Meeting” menu against Company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

iii) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

iv) Since the AGM will be held through VC/ OAVM, where physical attendance of members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail to debabrata@ddc.org.in with a copy marked to **evoting@nsdl.co.in**.

v) In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the year 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services Limited (CDSL) / NSDL (“Depositories”). Members may note that the Notice and Annual Report for the year 2020-21 will also be available on website of NSDL at **<https://www.evoting.nsdl.com>**.

vi) Members whose email addresses are not registered as above can register the same in the following manner:

a) Members holding share(s) in physical mode are requested to send the following details for registration of their email id: Folio No., Name of shareholder, Mobile no., email id and self-attested scanned copy of PAN card by email to the Registrar and Share Transfer Agent of the Company at rta@cbmsl.com

b) Members holding share(s) in electronic mode are requested to register / update their e-mail addresses details as mentioned above with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.

vii) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

viii) Since AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

ix) During the AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon logging to NSDL e-voting system at **<https://www.evoting.nsdl.com>**.

x) Members who need assistance before or during the AGM with regard to use of technology, can: (a) send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 / 1800 22 44 30 (b) contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in.

xi) Members are encouraged to join the Meeting through Laptops for better experience. When the meeting is in progress, please keep your device under 'Mute' mode, except when you have pre-registered yourself as a speaker and are invited to speak at the AGM.

xii) 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.

xiii) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM of the Company through VC/OAVM facility.

6. Instructions for Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing the facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting through electronic means, as the authorized agency. The facility of casting vote by a member using remote e-voting system during the meeting on the date of the AGM will also be provided by NSDL.

The remote e-voting period begins on Friday, the 24th September, 2021 at 9.00 A.M. and ends on Sunday, the 26th September, 2021 at 5.00 P.M. The remote e-voting will not be allowed beyond the aforesaid date and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date), i.e. 20th September, 2021 may cast their vote electronically.

The voting rights of a Member/Beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity capital of the Company as on the cut-off date, being 20th September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistr</p>

	<p><u>ation</u></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PANNo. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in dematmode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS*

login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your '**initial password**'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a

request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to debabrata@ddc.org.in with a copy marked to evoting@nsdl.co.in.

2. Any person holding shares in physical form and/or a non individual shareholder, who acquires share(s) of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 20th September, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rtac@cbmsl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of individual shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 20th September, 2021 may follow steps mentioned in the Notice of the AGM under Step 1:

“Access to NSDL e-Voting system”(Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: **1800 1020 990** and **1800 22 44 30** or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case share(s) are held in physical mode please provide Folio No., Name of shareholder, Mobile no., email id and self attested scanned copy of PAN card by email to the Registrar and Share Transfer Agent of the Company M/s. CB Management Services Private Limited or mail at rta@cbmsl.com.

2. Members holding share(s) in electronic mode are requested to register / update their e-mail addresses as mentioned above with their respective Depository Participants (“DPs”). If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. Individual shareholders holding securities in demat mode are also allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

OTHER INSTRUCTIONS

1. The voting rights of the members shall be in proportion to their shares on the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, 20th September, 2021.

2. 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 only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.

3. Mr. Debabrata Dutt, Practicing Company Secretary, (Membership No. FCS 5401) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and votes cast through the e-Voting system during the Meeting in a fair and transparent manner.

4. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.

5. The Results of voting will be declared within 3 days from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE TWELFTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD THROUGH VC / OAVM ON MONDAY, SEPTEMBER 27, 2021 AT 4.00 P.M IST

Item No. 3:

Mr. Umang Kanoria was appointed as an Additional Director of the Company by the Board of Directors ("the Board") with effect from 3rd August, 2021 pursuant to the provisions of Section 161 of the Companies Act 2013 ("the Act") read with relevant provisions of the Articles of Association of the Company. He was appointed as a Non-Executive Director in the category of Independent Director subject to approval of the members of the Company, for a period of 5 (five) years effective from that date.

Mr. Kanoria will hold office up to the date of forthcoming Annual General Meeting ("AGM") as per the aforesaid provisions. The Company has received requisite Notice in writing from a Member proposing the candidature of Mr. Kanoria for the office of Director under the provisions of Section 160 of the Act. The aforesaid notice under section 160 of the Act as received, is available for inspection at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. till the date of the Annual General Meeting [AGM] and the scanned copy of the same will also be accessible to participants at the AGM.

The Company has also received requisite consents and declarations in connection with Mr.

Kanoria's appointment as a Non-Executive Independent Director. In the opinion of the Board, Mr. Kanoria fulfils the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director and he is independent of the management.

Mr. Umang Kanoria, aged 62 years, is an Associate Member of the Institute of Cost & Works Accountants of India. He has completed his B. Com (Hons.) from St. Xavier's College, Kolkata and MBA from International Institute for Management Development, Switzerland. He has vast experience in Tea and Textile Industry and has served as past Joint Managing Director of Bengal Tea & Fabrics Limited and past President of Indian Chamber of Commerce and former Chairman of Tea Association of India. Under his leadership the tea business of Bengal Tea & Fabrics Limited and Kanco Tea & Industries Ltd. reached new heights.

Mr. Kanoria is on the Boards of several companies in an array of sectors including in tea, fabrics, textiles, finance, real estate etc. Mr. Kanoria is on the Boards of Saregama India Limited (member of Audit Committee (Chairman of the Committee), Nomination & Remuneration Committee, Stakeholders Relationship Committee and CSR Committee), Kanco Enterprises Limited (member of Share Transfer Committee, Stakeholders Relationship Committee, Finance & Investment Committee), Kanco Tea & Industries Limited (member of Share Transfer Committee, Stakeholders Relationship Committee, Finance & Investment Committee and CSR Committee), Stel Holdings Limited (member of Audit Committee (Chairman of the Committee), Nomination & Remuneration Committee, Stakeholders Relationship Committee and CSR Committee).

Mr. Kanoria does not hold any share in the Company either by himself or for any other person on a beneficial basis and is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

The Ordinary Resolution as set out under Item No. 3 of the Notice seeks approval of the Members for the appointment of Mr. Kanoria as an Independent Director of the Company for a period of five consecutive years from 3rd August, 2021 pursuant to Section 149 of the Act and Rules made thereunder.

Draft letter of appointment of Mr. Umang Kanoria as an Independent Director of the Company setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. on any working day.

The Board recommends the Ordinary Resolution as set out under item no. 3 of the Notice for approval of the Members.

Mr. Kanoria is deemed to be concerned or interested in this resolution relating to his appointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives are financially or otherwise concerned or interested in the said resolution.

Item No. 4:

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 ['the Act'] and the rules made thereunder [including any

statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Board has proposed the re-appointment of Mr. Aloke Mookherjee [DIN: 00174385] who was appointed as an Independent Director of the Company, to hold office for a second term of another 5 (five) consecutive years with effect from 28th June, 2022 up to 27th June, 2027.

Mr. Aloke Mookherjee aged about 84 years joined the Board of Directors of the company in January, 2011. Mr. Mookherjee, a graduate electrical engineer, Fellow of the Institute of Engineers, etc, has served as Managing Director of Flakt India Ltd, the then largest group in the world on Air Pollution Control & Air Handling, Chairman/MD/Director of SAE (India) Ltd, ABB ABL Ltd, ABB ABL Projects Ltd, ABB Ltd and also as independent director of other listed and unlisted companies. He is currently in the board/governing bodies of eminent higher educational institutions for MBA and Engineering. Currently he is an Independent Director of Woodlands Multispeciality Hospital Limited and Indian Iron & Steel Sector Skill Council Company Ltd.

Mr. Mookherjee does not hold any share in the Company either by himself or for any other person on a beneficial basis and is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

The Company has received requisite consents and declarations from Mr. Mookherjee that meets the criteria of independence as provided under Section 149(6) of the Act in connection with his reappointment as a Non-Executive Independent Director. In the opinion of the Board, Mr. Mookherjee fulfils the conditions specified in the Act and the Rules made thereunder for being re-appointed as an Independent Director and his re-appointment will be independent of the management.

Draft letter of re-appointment of Mr. Aloke Mookherjee as an Independent Director of the Company setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Aloke Mookherjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mr. Aloke Mookherjee as an Independent Director for the approval by the shareholders of the Company by way of Special Resolution.

Mr. Aloke Mookherjee, is deemed to be concerned or interested in this resolution relating to his reappointment. None of the other Directors or Key Managerial Personnel of the Company or their relatives are financially or otherwise concerned or interested in the said resolution.

Item No. 5:

The members of the Company vide a special resolution passed at the 10th Annual General Meeting held on 26th August, 2019 approved the appointment of and payment of remuneration to Dr. Rupali Basu as Whole-time Director & CEO of the Company for a period of three years w.e.f. 27th May, 2019 to 26th May, 2022 in accordance with the provisions contained in Sections 196, 197 read with Schedule V and all other applicable

provisions of the Companies Act, 2013.

On the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 28th May, 2021 appointed Dr. Rupali Basu as the Managing Director & CEO of the Company for the residual period of her current tenure [i.e. from 28th May, 2021 till 26th May, 2022] at the existing terms, conditions and remuneration being drawn by her as detailed below:

A. Salaries & Allowances:

Basic Pay of Rs. 6,00,000/- per month

Special Allowance of Rs. 6,70,000/- per month

HRA Rs. 1,50,000/- per month

Customized Allowance Pool (including Conveyance, LTA, Medical, Club Membership, Insurance etc.) Rs. 4,00,000/- per month

Note: Contribution to Provident Fund @ 12% of Basic Pay [presently Rs. 72,000/- per month] and Payment of Gratuity @ 4.81% of Basic Pay [presently Rs. 28,860/- per month] will be as per the statutory provisions / regulations in force and accordingly may vary. Contribution to PF, Gratuity payable and encashment of leave at the end of tenure will not form part of perquisites.

B. Performance linked bonus:

Performance bonus (actual payment based on Company's performance and individual performance) as may be determined by the Board of Directors in each financial year.

C. Leave Entitlement:

Leave entitlement will be as per the policy of the Company.

D. Other terms and conditions governing her earlier appointment as the Whole-time Director & CEO of the Company will remain unaltered, which includes liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted by Dr. Rupali Basu, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the resolution including issue, sign and execute Letter of Appointment / Agreement, supplemental or otherwise, post approval.

E. Minimum Remuneration:

In the event of loss or inadequacy of profits of the Company during her tenure, the aggregate of salary, perquisites, allowances and other benefits payable to Dr. Rupali Basu as approved aforesaid in any financial year shall be paid to her as minimum remuneration, subject to such statutory compliances as may be required under Law.

Dr. Rupali Basu does not hold any share in the Company either by herself or for any other person on a beneficial basis and is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

The Board recommends the Resolution as set forth at Item No. 5 of the Notice for approval of the members as a Special Resolution.

Save and except Dr. Rupali Basu for whom the resolution relates to, none of the other Directors or Key Managerial Personnel of the Company or their relatives are financially or otherwise concerned or interested in the subject resolution.

Item No. 6:

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 consent of the Members in General Meeting by special resolution is required to enable the Board of Directors ("the Board") to borrow moneys, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose.

In view of the Company's requirements of funds for financing the expansion project, the Board considers it necessary and appropriate that the limit of borrowing be set by the Members of the Company at Rs. 300 Crores [Rupees Three Hundred Crores only].

The Board recommends the resolution for your adoption in the interest of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are financially or otherwise concerned or interested in the subject resolution.

Item No. 7:

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 ["the Act"] consent of the Members in General Meeting by special resolution is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or undertakings of the Company.

In order to meet the growing requirement of funds for financing of capital expenditure, working capital requirements and/or general corporate purposes, the Company has to raise funds from time to time from Banks / Financial Institutions / Investment Institutions / Mutual Funds / Bodies Corporate / Foreign Financial Institutions / Individuals and/or any other agency or agencies by way of loans, whether in rupee or foreign currency and/or issue of Debentures (Partly convertible / Fully-convertible / Non-convertible) for Long / Medium / Short Term(s) or any other nature of instruments as may be permissible by law which under section 180(1)(a) of the Act are normally secured by hypothecation / mortgage / charge over the immovable/movable properties, both present or future, of one or more units or undertaking(s) of the Company in such form and manner as may be determined by the Board of Directors of the Company or its Committee, from time to time, in consultation with the Lenders/ Agents/ Trustees. Since the creation of charge / mortgage / hypothecation tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a Special Resolution under the aforesaid provisions of the Act.

It is proposed to authorize the Board of Directors of the Company to mortgage / hypothecate / create charge on immovable and/or movable properties of the Company, both present and future, for securing borrowings upto the limit under Section 180(1)(c) of the Act as approved / may be approved by the Members together with agreed interest,

charges, expenses, front-end fees, premia on prepayment, premium (if any) on redemption, remuneration of agent(s)/trustee(s) and all other monies payable by the Company in connection with the borrowings.

The Directors recommend the resolution for your adoption in the interest of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are financially or otherwise concerned or interested in the subject resolution.

Item No. 8:

The Board of Directors by a Resolution at its meeting held on 28th May, 2021 have appointed M/s. Shome & Banerjee, Cost Accountants [Firm Registration No.: 000001] as the Cost Auditors to audit the applicable cost records of the Company for the financial year ending March 31, 2022 and also approved a remuneration of Rs. 1,25,000/- [Rupees One Lakh Twenty Five Thousand only] plus out of pocket expenses and applicable taxes for conducting the said audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be approved by the Board of Directors and subsequently ratified by the Members of the Company. Accordingly, the remunerations payable to M/s Shome & Banerjee, Cost Accountants, for conducting the cost audit for the financial year ending 31st March, 2022 as approved by the Board of Directors, is being placed before the Members for ratification.

The Board recommends adoption of the resolution by the Members.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are financially or otherwise concerned or interested in the subject resolution.

Item No. 9:

The Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 ("the Act") from Cafe Network Limited, a Member holding 630 Equity Shares of Rs. 10/- each of the Company proposing the candidature of Mr. Keshav Parasramka [DIN: 07037667] as a Director of the Company along with his consent in writing to act as a Director pursuant to Section 152 of the Act. Mr. Keshav Parasramka has intimated that he is not disqualified to become a director under the Act.

The Company has not received any other particulars in respect of the said notice.

The aforesaid notice under section 160 of the Act as received, is available for inspection at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. till the date of the Annual General Meeting [AGM] and the scanned copy of the same will also be accessible to participants at the AGM.

No Director or key managerial personnel or their respective relatives are concerned or interested, financially or otherwise in the subject resolution.

The Board of Directors of the Company does not support the Ordinary Resolution under this item.

Registered Office:
Woodlands Multispeciality Hospital Limited
CIN: U85110WB2009PLC140464
8/5, Alipore Road, Kolkata – 700 027

Dated: 30th August, 2021

By order of the Board

Pradip Kumar Khaitan
Director
DIN: 00004821