

Aashka Hospitals Ltd.

Between Sargasan and Reliance Cross Roads
Sargasan, Gandhinagar - 382421. Gujarat, India
Phone: 079-29750750, +91-7575006000 / 9000
Emergency No.: +91-7575007707 / 9879752777
www.aashkahospitals.in
CIN: L85110GJ2012PLC072647



April 05, 2023

To,
BSE Limited
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai – 400001

Script Code: 543346

Dear Sir / Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of 10th Annual General Meeting of the company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“**LODR Regulations**”), we would like to inform you that 10th Annual General Meeting of shareholders will be held on Friday, April 28, 2023 at 11:30 am at Between Sargasan and Reliance Cross Road, Sargasan, Gandhinagar – 382421.

Remote e-voting period commences from 09:00 a.m. (IST) on Tuesday, April 25, 2023 and ends on 05:00 p.m. (IST) on Thursday, April 27, 2023. During this period, Members may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.

We request you to take this intimation on your records.

Thanking you,

Yours faithfully,

For, Aashka Hospitals Limited

Bipinchandra D. Shah
Managing Director
DIN: 009348108

Encl.: a/a

Aashka Hospitals Ltd.

Between Sargasan and Reliance Cross Roads
Sargasan, Gandhinagar - 382421. Gujarat, India
Phone: 079-29750750, +91-7575006000 / 9000
Emergency No.: +91-7575007707 / 9879752777
www.aashkahospitals.in
CIN: L85110GJ2012PLC072647



NOTICE

Notice is hereby given that the 10th Annual General Meeting of the Members of **Aashka Hospitals Limited** will be held on Friday, April 28, 2023 at 11:30 a.m. at Between Sargasan & Reliance Cross Road, Sargasan, Gandhinagar – 382421 to transact the following business:

ORDINARY BUSINESSES:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Board's Report and the Auditor's Report thereon.

2. Re-appointment of a Director

To appoint Director in the place of Mr. Bipinchandra Dineshbhai Shah (DIN: 00934108), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To Appoint Mr. Umang Ashwinbhai Shah (DIN: 09735002) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and pursuant to the recommendations made by the Nomination and Remuneration Committee and by the Board of Directors of the company, Mr. Umang Ashwinbhai Shah (DIN: 09735002), who has been appointed as Additional Independent Director by the Board of Directors of the Company w.e.f. October 7, 2022, and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto October 6, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

4. To re-appoint Mr. Bipinchandra Dineshbhai Shah (DIN: 00934108) as Chairman and Managing Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and on recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for the payment of remuneration as tabled below or such other remuneration within the maximum permissible remuneration as specified in Schedule V of the Act to Mr. Bipinchandra Dineshbhai Shah (DIN: 00934108), Chairman & Managing Director of the Company w.e.f. September 20, 2023 for the tenure of 3 (three) years:

Basic Salary: ₹ 10,00,000/- per month or such higher amount within the limits of Schedule V

Perquisites & Allowances:

- a) **House Rent Allowances:** Nil
- b) **Accommodation:** Rent free accommodation with all the equipment's and appliances, furniture, fixtures and reimbursement of expenses of maintenance, gas, electricity, servants, etc. equivalent to ₹ 2,00,000/- per month
- c) **Personal Accident Insurance:** The Company shall pay / reimburse Personal Accident Insurance Premium
- d) **Medical Reimbursement / Treatment at Company's Hospitals:** Medical expenses actually incurred shall be reimbursed by the Company or the Treatment shall be given at the Company's Hospitals with no extra cost to the Chairman & Managing Director and his family.
- e) **Leave Travel Concession:** The Company shall provide leave travel fare for the Chairman & Managing Director and his family once in a year
- f) **Club Fees:** The Company shall reimburse annual fees for a maximum of 2 (two) clubs
- g) **Gratuity:** as per applicable laws
- h) **Other allowances:** The Company shall pay other allowances, scholarship, travel / conveyance, etc. as per the Company Policy

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Bipinchandra Dineshbhai Shah may be varied / altered / revised by the Board from time to time on recommendation of the Nomination and Remuneration Committee, which shall be within the maximum permissible limits prescribed under Schedule V of the Act.

RESOLVED FURTHER THAT where in any Financial Year during his tenure as Chairman and Managing Director, if the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration varied / altered / revised by the Board shall be the minimum remuneration to be paid to him.

RESOLVED FURTHER THAT any of the Directors and / or the Key Managerial Personnel of the Company, be and is hereby are severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper and desirable and to file necessary e-forms with the concerned Registrar of Company and to do such act, deeds and things to give effect to the aforementioned resolution.”

Registered Office
Between Sargasan & Reliace Cross Road,
Sargasan – Gandhinagar, Gandhinagar

By Order of the Board
For, Aashka Hospitals Limited

Date: 31/03/2023
Place: Gandhinagar

Bipinchandra Dineshbhai Shah
Chairman & Managing Director
DIN: 00934108

NOTES:

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 3 & 4, forms part of this Notice. Additional information, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.
- (b) In accordance with the Ministry of Corporate Affairs ("MCA"), General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022, respectively, ("the MCA Circulars") read with the Securities and exchange Board of India ("SEBI") circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("the SEBI Circular"), the Notice of 10th Annual General Meeting ("AGM") is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories and to all members whose names appear on the Register of Members / List of Beneficial Owners as on March 31, 2023 as received from the Depositories. The MCA vide the MCA Circulars, has permitted companies to conduct the AGM by sending the Notice and Annual Report in electronic form only. Accordingly, physical copy of this Notice along with the Annual Report will not be sent to the Members for this AGM.
- (c) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him / herself and proxy need not be a member. The instrument appointing a proxy must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10 (Ten) per cent of the total share capital of the company carrying voting rights. A member holding more than 10 (Ten) per cent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- (d) Corporate Members intending to have their representatives attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution to attend and vote on their behalf at the meeting.
- (e) The Register of Beneficial Owners, Register of Members and Share Transfer Books of

the Company will remain closed from Saturday, April 22, 2023 to Friday, April 28, 2023 (both days inclusive).

- (f) In line with the MCA Circular dated May 5, 2020, the Notice of the AGM along with the Integrated Report & Annual Accounts 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 10th AGM has been uploaded on the website of the Company at www.aashkahospitals.in. The Notice is also available on the website of NSDL at www.evoting.nsdl.com
- (g) As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent – Accurate Securities and Registry Private Limited (the 'RTA').
- (h) Dividends are now taxable in the hands of shareholders hence shareholders are requested to submit form 15G/15H/10F, as the case may be for tax exemption directly on the portal of our RTA i.e. Accurate Securities and Registry Private Limited.
- (i) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; subdivision / splitting of share certificate; consolidation of the share certificates / folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Accurate Securities and Registry Private Limited, for assistance in this regard. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR – 4, the format of which is available on the RTA website. It may be noted that any service request can be processed only after the Folio is KYC compliant.
- (j) The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent.
- (k) Members seeking any information or clarifications on the Annual Report are requested to send their queries to the company on csaashkahospital@gmail.com or cs@aashkahospitals.in at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.
- (l) 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.

- (m) Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:
- a. Any change in their mailing address;
 - b. Particulars of their bank account, pan no. & e-mail ids in case the same have not been sent earlier;
 - c. Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio. Further, please note that Members holding equity shares in electronic form are requested to contact to their DP with whom they are maintaining the demat accounts for updation in address, pan no., e-mail IDs, Bank details, Bank mandate, ECS mandate, etc.
- (n) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act will be available for inspection.
- (o) The remote e-voting period commences at 09:00 a.m. IST on Tuesday, April 25, 2023 and ends at 5:00 p.m. IST on Thursday, April 27, 2023. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Friday, April 21, 2023 ('Cut-off date'), may cast their vote by remote e-voting. No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
- (p) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Friday, April 21, 2023. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, April 21, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in
- (q) The Board of Directors has appointed Mr. Jay Surti (Mem. No. F11534) partner of M/s. Suthar & Surti, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.
- (r) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website <http://www.aashkahospitals.in> and on the website of NSDL immediately after the result is declared by the Chairman.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins at 09:00 a.m. IST on Tuesday, April 25, 2023 and ends at 5:00 p.m. IST on Thursday, April 27, 2023. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, April 21, 2023 may cast their vote electronically. The e-voting module shall be

disabled by NSDL 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** is given below:

The instructions for e-voting are as follows:

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

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to the NSDL e-voting system





(A) Login method for e-voting and voting for individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2022 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting

process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts 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.	<ol style="list-style-type: none"> 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. 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. 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</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. 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.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” options available on the above-mentioned 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 demat mode with NSDL	Member facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call the number: 022 – 4886 7000 and 022 – 2499 7000
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 toll free number: 1800 22 55 33

(B) Login method of e-voting other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the homepage of the e-voting system is launched, click on the icon “Login”, available under “Shareholder / Member”.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically on NSDL e-voting system.
5. 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***

6. 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 log in 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” for the system to prompt you to change your password.
- c) How to retrieve your “initial password”?

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 your NSDL account or the last 8 digits of your 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”.

7. 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 hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password? (If you hold shares in physical mode) option available on www.evoting.nsdl.com
 - c. If you are still unable to get the password by the above 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.
 - d. Members can also use the OTP (One Time Password)-based login for casting their vote on the e-voting system of NSDL.
8. After entering your password, tick on “Agree with Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on the “Login” button.
10. After you click on the “Login” button, the homepage of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of Aashka Hospitals Limited
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on the “Submit” and “Confirm” buttons when prompted.
5. Upon confirmation, the message, “Vote cast successfully”, will be displayed.
6. You can also take a 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.

Process for procuring your User ID and Password for e-voting for those shareholders whose email Id are not registered with the depositories / Company

1. Shareholders may sent a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting.
2. If shares are held in physical mode, please provide Folio number, name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN), Aadhar (self-attested scanned copy of Aadhar Card)
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (Self attested scanned copy of Aadhar Card).
4. If you are in 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 for individual shareholders holding securities in demat mode.

General guidelines for e-voting

- 1) Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to suthar-surti.cs@outlook.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- 2) It is strongly recommended that you do not 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 password.
- 3) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders under the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call the number: 022 – 4886 7000 and 022 – 2499 7000, or send a request to evoting@nsdl.co.in, or contact Amit Vishal, Assistant Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Limited, at the designated email ID: evoting@nsdl.co.in to get your grievances on e-voting addressed.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3: To Appoint Mr. Umang Ashwinbhai Shah (DIN: 09735002) as an Independent Director of the Company

Mr. Umang Ashwinbhai Shah (DIN: 09735002) was appointed as an Additional Independent Director of the Company by the Board of Directors vide Board Resolution dated October 7, 2022. Pursuant to the provisions of Section 161(1) and Section 149 of the Companies Act, 2013 and the Articles of Association of the company, he is eligible for appointment. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 (“the Act”) from a member of the Company proposing Mr. Umang Ashwinbhai Shah, as a candidate for the office of a Director.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Umang Ashwinbhai Shah has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Umang Ashwinbhai Shah as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to October 6, 2027.

In the opinion of the Board, Mr. Umang Ashwinbhai Shah fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Umang Ashwinbhai Shah possesses requisite skills and knowledge and it would be in the interests of the Company to appoint him as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Umang Ashwinbhai Shah as an Independent Director is now being placed before the members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members of the Registered Office during normal business hours on any working day of the Company.

Mr. Umang Ashwinbhai Shah is interested and concerned in the Resolution mentioned at Item No 3 of the Notice. Other than Mr. Umang Ashwinbhai Shah, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 3 of the Notice.

The Directors recommend the resolutions for approval by the members as Ordinary Resolution.

Item No. 4: To re-appoint Mr. Bipinchandra Dineshbhai Shah (DIN: 00934108) as Chairman and Managing Director

The Board of Directors on the recommendation of Nomination and Remuneration Committee, at their meeting held on March 31, 2023, approved re-appointment of Mr. Bipinchandra Dineshbhai Shah (DIN: 00934108) for the tenure of 3 (Three) years w.e.f. September 20, 2023.

The said appointment is subject to the approval of the shareholders by way of a special resolution. Accordingly, it is now proposed to obtain approval of the shareholders by way of special resolution for appointment of Mr. Bipinchandra Dineshbhai Shah (DIN: 00934108) as the Chairman and Managing Director of the Company w.e.f. September 20, 2023 for a term of 3 (three) years, i.e. up to 19th September, 2026.

The following additional information as required under Part II Section II of Schedule V of the Companies Act, 2013 is being furnished hereunder:

1. General Information:

- a. **Nature of Industry** – Aashka Hospitals Limited was incorporated on November 9, 2012 with the object to pursue as Medical treatment, Healthcare and Hospital Services.
- b. **Date or expected date of commencement of commercial production** – The Company was incorporated on November 9, 2012 and has been in operations since 2012.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** – Not applicable
- d. **Financial performance based on given indicators** – The following are the results of the Company for the last 3 (three) years, at glance:

(₹ in Lakhs)

Particulars	2021 – 22	2020 – 21	2019 – 20
Total Income	3,986.14	4,069.23	2,725.14
Net Profit / (Loss) (as per Statement of P & L)	236.52	411.39	134.84
Amount of Equity Dividend	Nil	Nil	Nil
Rate of Equity Dividend	N. A.	N. A.	N. A.

- e. **Foreign investments or collaborations, if any** – There are no foreign investments or collaborations.

2. Information about the appointee:

- a. **Background details, recognition and awards** – Mr. Bipinchandra Dineshbhai Shah is the Promoter and Chairman & Managing Director of Aashka Hospitals Limited. He is a Gold Medallist in Civil Engineering and is a Technocrat Entrepreneur with dynamic approach. He has executed an IT SEZ Project in Ahmedabad with a Capex of around ₹ 300 Crores and two leading real estate projects in Gandhinagar. He is also Director of Calica Construction & Impex Private Limited, a leading realty developer Company of Gujarat, which had developed number of Residential and Commercial Projects in the

periphery of Ahmedabad and Gandhinagar. He has rich experience of nearly 30 years in the Real Estate and Construction field.

- b. Past Remuneration** – He has been paid a basic pay of ₹ 10,00,000/- per month along with the perquisites and allowances as per the current remuneration structure
- c. Job Profile and Suitability** – Mr. Bipinchandra Dineshbhai Shah is working as Chairman and Managing Director of the Company. He has carried out the duties as may be entrusted to him by the Directors but subject to supervision and control by Board of Directors, from time to time. Taking into consideration of his qualifications and expertise in the relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.
- d. Remuneration proposed** – The details of remuneration proposed to be paid to Mr. Bipinchandra Dineshbhai Shah have been provided in the resolution.
- e. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person** – Taking into account the contribution being made by Mr. Bipinchandra Dineshbhai Shah in the affairs of the Company, his academic background, rich experience, the increasing key role he is playing and considering efforts taken by him in improving the financial position of the Company, the proposed remuneration is reasonable and in lines with the remuneration levels in the industry across the Country.
- f. Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any** – Mr. Bipinchandra Dineshbhai Shah is a Chairman and Managing Director of the Company and holds 1,28,46,000 Equity Shares of the Company. Mrs. Shreyartha Shah, Director of the Company is spouse of Mr. Bipinchandra Dineshbhai Shah.

3. Other Information:

- a. Reasons for Loss / inadequate profits, if any** – The Company has Net Profit of ₹ 236.52 Crores for the FY 2021 – 22 as compared to ₹ 411.39 Crores in FY 2020 – 21. With the rising growth, there has been reduction in profit margins. The profits are in line with the current industrial scenario and are reasonable. There has been significant improvement in the healthcare business services of the Company by providing Category – A services to the satisfaction of patients in the surrounding area of Gandhinagar and also net profits of the Company in last few years. However, the profits are inadequate in terms of payment of remuneration to the Chairman & Managing Director of the Company.
- b. Steps taken / proposed to be taken for improvement** – To increase the turnover of the business, the Company is going to introduce latest technologies and innovations in the medical profession by using state of the art technologies for the better treatment facilities for the patients which will increase the quality of treatment. Further, Company is also looking for tier – III cities for prospective association with the local clinics and doctors for the better treatment services to the small towns and cities.
- c. Expected increase in productivity and profits in measurable terms** – With the increasing health issues in India and growing awareness for pre-emptive treatment for the medical issues, it is expected that the businesses of the Company could improve.

The Board of Directors recommend appointment of Mr. Bipinchandra Dineshbhai Shah as the Chairman and Managing Director of the Company. In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 4 of the accompanying AGM Notice.

Mr. Bipinchandra D. Shah himself and Mrs. Shreyarathi B. Shah, Director of the Company and their relatives may be deemed to be concerned or interested in the said resolution. Except the above, none of the Directors or Key Managerial Personnel of the Company or their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

Registered Office
Between Sargasan & Reliace Cross Road,
Sargasan – Gandhinagar, Gandhinagar

By Order of the Board
For, Aashka Hospitals Limited

Date: 31/03/2023
Place: Gandhinagar

Bipinchandra Dineshbhai Shah
Chairman & Managing Director
DIN: 00934108

Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting

Particulars	Bipinchandra Shah	Umang Shah
Director Identification Number (DIN)	00934108	09735002
Date of Birth	April 24, 1968	March 14, 1989
Qualification	Bachelor of Engineering (Civil)	B. Pharm.
Experience	He as vast experience in the field of Science and Real Estate. He has been running the Company since Incorporation i.e. Novebmer 9, 2012.	He is in the Business for providing services and advisory into the Finance and Taxations from the last 10 Years
Nature of expertise in specific functional areas	He as vast experience in business management, Science and Real Estate	He has expertise in the field of Finance and Taxations
Terms & Conditions of Appointment / Re – appointment	Shall continue to as Chairman and Managing Director	Shall continue to act as Independent Director w.e.f October 7, 2022 for the tenure of 5 (five) years
Details of Remuneration Sought to be paid	NIL	NIL
Remuneration last Drawn	NIL	NIL
Date of First Appointment on the Board	November 9, 2012	October 7, 2022
Shareholding	1,16,14,400 Equity Shares	NIL
Relationship with Other Directors, Manager or Key Managerial Personnel	Mrs. Shreyarathi Shah, Director is wife	None
No. of Meeting of the Board attended during the year	17	NIL
List of Directorship held in other Companies	1) Calica Construction and Impex Private Limited 2) Aashka Hospitality Private Limited	Nil
Memberships / Chairmanships of Committees of the Board of Other Companies including listed Companies	Nil	Nil
Directorship held in other listed companies	Nil	Nil

Listed entities from which the Director resigned in the past 3 years	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements by Independent Director	Not Applicable	He has expertise in the field of Finance and Taxations for more than 10 years. Hence, he possess the necessary skills and capabilities for the role