

4th September, 2019

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400001

Stock Code: 542248

Dear Sir/Madam,

Subject: Intimation about ensuing Annual General Meeting & Book Closure Dates pursuant to Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the subject captioned above, please note that the 23<sup>rd</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on Monday, 30<sup>th</sup> September, 2019 at 3.30 p.m., at A'La Liberty, Leela Gopal Towers, First Floor, Road Number-12, Banjara Hills, Hyderabad-500034.

The cut- off date for determining the eligibility to vote at the AGM is 23rd September, 2019.

Kindly also note that pursuant to the provisions of Section 91 of the Companies Act, 2013 and the Rules made thereunder, the Register of Members of Company shall remain closed from Tuesday, 24<sup>th</sup> September, 2019 (10:00 A.M.) to Monday, 30<sup>th</sup> September, 2019 (5:00 P.M.) for the purpose of AGM.

Further enclosed herewith the Notice of AGM of the Company for the Financial Year 2018-19.

Please treat this as a compliance of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Thanking You

Yours Faithfully For Deccan Health Care Limited

Breyo Milia

Sreya Mitra

Company Secretary & Compliance Officer

Encl: as above

Registered Office:

CIN: U72200TG1996PLC024351. Estd: 1996 Address: 247, 2nd Floor, Dwarakapuri Colony Punjagutta, Hyderabad – 500 082, Telangana, India. Innovation Hub & Manufacturing:

Address: Plot No.13, Sector-03, (SIDCUL), IIE,
Panthnagar, Udam Singh Nagar – 263 153,
U.K., India.

#### **NOTICE**

Notice is hereby given that the Twenty Third (23<sup>rd</sup>) Annual General Meeting of the Members of Deccan Health Care Limited will be held on **Monday**, 30<sup>th</sup> **September**, 2019, at 3:30 P.M. at Ala – Liberty, Leela Gopal Towers, First Floor, Road No. 12, Banjara Hills, Hyderabad, Telangana – 500 034, to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To appoint a Director in place of Mr. Hitesh Patel, who retires by rotation and being eligible, offers him-self for re-appointment, in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
  - "RESOLVED THAT Mr. Hitesh Patel, who retires by rotation and being eligible, be and is hereby re-appointed as Director of the Company, whose office shall be liable to retirement by rotation."
- 3. To re-appoint Statutory Auditors and to fix their remuneration, and for this purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
  - "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, [including any statutory modifications(s) or re-enactment(s) thereof for the time being in force] and other applicable provisions, if any, of the Companies Act, 2013, and based on the recommendation of the Audit Committee and of the Board of Directors, M/s Keyur Shah & Co., Chartered Accountants, having Firm Registration No. 141173W, allotted by The Institute of Chartered Accountants of India (ICAI), be and are hereby appointed as the Statutory Auditors of the Company for the maximum number of five consecutive years for which the said firm can be appointed and shall hold office from the conclusion of the Twenty Third Annual General Meeting until the conclusion of the Twenty Eighth Annual General Meeting, at a remuneration to be fixed at the beginning of each financial year by the Board of Directors on the recommendation of the Audit Committee of the Company."

**RESOLVED FURTHER THAT** the Board of Directors, including any Committee thereof, be and is hereby authorized to do all such acts, deeds, things and matters as may deemed necessary for giving effect to the above resolution, but not limited to issue of appointment letter and filing of returns."

# **SPECIAL BUSINESS:**

4. To consider and if thought fit to pass the following Resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provision of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and as per the resolution passed by the Members of the Board of Directors on 5th August, 2019, in respect of appointment of the Mr. Yezdi Jal Batliwala (DIN 03018605) as the Non – Executive Chairman of the Company, who has attained the age of Seventy Five years, shall continue his office as a Non-executive Director

**RESOLVED FURTHER THAT** the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and 196 read with Schedule V and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded for the re-appointment of Dr. Minto P. Gupta as the Managing Director of Company for a period of 3 (three) years with effect from 31st August, 2020 to 30th August, 2023, on the terms and conditions including Remuneration as set out in the Statement annexed to this Notice, with the liberty to the Board of Directors to alter and vary the terms and conditions including the Remuneration so as not to exceed the limits specified in the Act, including any statutory modification(s) or reenactment(s) thereof for the time being in force or any amendments and modifications that may hereafter be made and as may be agreed to between the Board of Directors and Dr. Minto P. Gupta.

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

6. To consider and if thought fit to pass the following Resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 197 and 196 read with Schedule V and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded for the re-appointment of Mrs. Meenakshi Gupta as the Whole Time Director of Company for a period of 3 (three) years with effect from 31st August, 2020 to 30th August, 2023, on the terms and conditions including Remuneration as set out in the Statement annexed to this Notice, with the liberty to the Board of Directors to alter and vary the terms and conditions including the Remuneration so as not to exceed the limits specified in the Act, including any statutory modification(s) or reenactment(s) thereof for the time being in force or any amendments and modifications that may hereafter be made and as may be agreed to between the Board of Directors and Mrs. Meenakshi Gupta.

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

By order of the Board of Directors For DECCAN HEALTH CARE LIMITED

Place: Mumbai Date: 30.05.2019 **DR. MINTO P. GUPTA**Managing Director
(DIN 00843784)

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. NO PHOTOCOPY/ SCANNED COPY OF A COMPLETED PROXY FORM WILL BE ACCEPTED.
  - A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a person holding more than 10% of the total share capital of the Company is proposed to be appointed as a proxy for a member, such person shall not act as proxy for any other person or shareholder.
- 2. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
- 3. As per Rule 20(2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB (Companies listed on SME exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009and having its equity Shares listed on a recognized stock exchange, is out of the ambit of E- voting in its General Meeting and DECCAN HEALTH CARE LIMITED is a BSE SME Listed company and E-Voting is not applicable.
- 4. Members are requested to notify immediately any change in their addresses to the Company's RTA.
- 5. A Member or his Proxy will be required to produce at the entrance to the Meeting Hall, the Attendance Slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated Attendance Slips will be accepted. However, Members who have received the Annual Report on E-mail can download and print the Attendance Slip themselves. These should be completed, signed and handed over at the entrance to the Meeting Hall. The validity of the Attendance Slip will, however, be subject to the Members continuing to hold Equity Shares as on the date of the Meeting.
- 6. All documents referred to in the Notice and the Statement are open for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12 noon upto the date of the forthcoming Annual General Meeting.
- 7. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 8. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
- 9. In case of joint holders attending the Meeting, only such joint holder, who is higher in the order of names, will be entitled to vote.
- 16. The Register of Director's Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
- 17. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Reports at the Meeting.

- 18. Members desiring any relevant information on the annual accounts of the Company are requested to write to the Company well in advance to ensure that such requests reach the Company at least 10 (ten) days before the Annual General Meeting, so as to enable the Company to keep the information ready.
- 19. The Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019, both days inclusive. The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date, i.e., 23<sup>rd</sup> September, 2019.
- 20. M/s M. R. Bhatia & Co, Company Secretaries, Ahmedabad, has been appointed as the Scrutinizer for conducting the voting process in a fair and transparent manner.
- 21. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website <a href="www.deccanhealthcare.co.in">www.deccanhealthcare.co.in</a> and also be forwarded to the BSE Limited.

# **EXPLANATORY STATEMENT**Pursuant to section 102 of the Companies Act 2013

#### Item: 4:-

Mr. Yezdi Jal Batliwala (DIN 03018605) was appointed as the Non - Executive Chairman of the Company at the Board Meeting held on 5<sup>th</sup> August, 2018.

Pursuant to the amendment in Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 he shall continue his office as a Non – Executive Director, subject to the approval of the members in the Annual General Meeting.

Mr. Yezdi Jal Batliwala is the Director of TATA Finance Securities Limited. ICICI, foreign exchange and accounts division. He is a Trustee of Sri Sri Institute of Agricultural Science and Technology Trust. He is also the Chairman of Vyakti Vikas Kendra India Trust, a public charitable trust constituted to promote spiritual, educational, cultural and social development activities for the benefit of the public, Honorary trustee at Frohar Foundation, a Zoroastrian Charitable Trust, Director of Sri Sri Inclusive Development Finance and Sri Sri Human Development Finance, Committee member of the Ethics committee at NIMHANS and Meditator with The Art of Living Foundation's tools and techniques for 24 years.

None of the Directors other than Mr. Yezdi Jal Batliwala, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnel of the Company is interested or deemed to be interested, financial or otherwise, in the proposed resolution and the proposed resolution does not relate to or affects any other company.

#### Item No. 5

The tenure of Dr. Minto P. Gupta, as the Managing Director of the Company, will cease on 30<sup>th</sup> August, 2020. The Board, at its Meeting held on 30<sup>th</sup> May, 2019, proposed the re-appointment of Dr. Minto P. Gupta as the Managing Director for a further period of three years commencing from 31<sup>st</sup> August, 2020 to 30<sup>th</sup> August, 2023, on the terms and conditions set out in the disclosures made herein pursuant to Section 197 the Companies Act 2013, subject to approval by the Members of the Company at this Annual General Meeting:

Dr. Minto P. Gupta, the founder of the Company passed his B.Sc and M.Sc from Bombay University. He also has a Certified Packing Course with the Indian Institute of Packing, Bombay. He participated in the Thirteenth Management Development Programme conducted by Bombay Management Association and was a Visiting Lecturer at Sophia College during the academic years 1979-1981. He was a part of the Research Study with Chemical Physics Group at Tata Institute of Fundamental Research (TIFR). He also experimented on a possible overlap of the binding regions of BPB (bromophenol blue) or BPR (bromophenol red) and BBS (Biebrich Scarlett) on the lysozymes molecules. Additionally, he worked on for preparation of polysaccharides by hydrolysis of chitin.

The terms and conditions on which Dr. Minto P. Gupta is proposed to be reappointed as Managing Director are as under:

Salary - Rs. 90 Lakhs per annum

The following perquisites shall not be included in the ceiling on perquisites:

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Leave encashment at the end of tenure.

None of the Directors other than Dr. Minto P. Gupta and his wife Mrs. Meenakshi Gupta, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnels are interested or deemed to be interested, financial or otherwise, in the proposed Resolution and the proposed Resolution does not relates to or affects any other company.

### Item No. 6

The tenure of Mrs. Meenakshi Gupta, as the Whole Time Director of the Company, will cease on 30<sup>th</sup> August, 2020. The Board, at its Meeting held on 30<sup>th</sup> May, 2019, proposed the reappointment of Mrs. Meenakshi Gupta as the Whole Time Director for a further period of three years commencing from 31<sup>st</sup> August, 2020 to 30<sup>th</sup> August, 2023, on the terms and conditions set out in the disclosures made herein pursuant to Section 197 the Companies Act 2013, subject to approval by the Members of the Company at this Annual General Meeting:

Mrs. Meenakshi Gupta passed he r Masters of Science in Education Extension from the Maharaja Sayajirao University of Baroda. She has worked on World Health Organisation (WHO) Project in 1982, conducted extensive research project in Gujarat where she designed and constructed a commercially scalable indigenous water filter. She regularly visits faculty Sankalp Centre For Disabilities. She is also a Member of Inner wheel Club for women, Hyderabad, Member of Sanskriti Old-age welfare association and a visiting faculty in Deepalaya Learning Centre for children Saharanpur.

The terms and conditions on which Mrs. Meenakshi Gupta is proposed to be reappointed as Whole Time Director are as under:

Salary - Rs. 40 Lakhs per annum

The following perquisites shall not be included in the ceiling on perquisites:

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- iii. Leave encashment at the end of tenure.

None of the Directors other than Mrs. Meenakshi Gupta and her husband Dr. Minto P. Gupta, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnels are interested or deemed to be interested, financial or otherwise, in the proposed Resolution and the proposed Resolution does not relates to or affects any other company.

By order of the Board of Directors For DECCAN HEALTH CARE LIMITED

Place: Mumbai Date: 30.05.2019 DR. MINTO P. GUPTA Managing Director (DIN 00843784)

# **Annexure to Annual General Meeting Notice**

Information on Director seeking re – appointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Date of Birth	Date of Appointmen t	Expertise in specific functional areas	Qualification s	Directorship in other Public Companies	Membership of Committees of other Public Limited Companies (include only Audit Committee and Shareholder s'/ Investors' Grievance Committee)	Other Information	Remarks
Hitesh Patel	14.06.1975	14.12.2016	Finance Sector, Investment	Higher Secondary	Nutricircle Limited	NIL	Director	
Yezdi Jal Batliwala	07.12.1942	01.07.2017	Administrat ion, Managemen t, Finance, Accounting, Auditing, Networking, Leadership	B. Com	Nutricircle Limited  SS Inclusive Development Finance Private Limited  SS Human Development Foundation	NIL	Director	

Dr. Minto P. Gupta	09.08.1958	6.02.2000	Strategic Plannic, three decades of Rnd in the field	Ph. D	Nutricircle Limited  Mintokashi Associates and Investments Private Limited  Mintakashi FMCH Products India (OPC) Private Limited	NIL	Director	
Meenaks hi Gupta	26.03.1960	29.10.214	HR Training and Developme nt	MSC	Mintokashi Associates and Investments Private Limited	NIL	Director	

### **DECCAN HEALTH CARE LIMITED**

CIN: U72200TG1996PLC024351

# 247, 2<sup>nd</sup> Floor, Dwarakapuri, Punjagutta, Hyderabad, Telangana- 500082. **Form No. MGT-11, PROXY Form** 

Name of the Member(s)					
Registered Address					
E-mail Id	Folio No /Client ID*	DP ID*			
* Applicable for investors holding shares in Electronic form.					
I/We, being the member(s) of <b>DECCAN HEALTH CARE LIMITED</b> holding shares of the					
above named company. Hereby appoint:					
Name:	E-mail Id:				
Address:					
Signature , or failing him					
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on the Monday, 30<sup>th</sup> September, 2019, at 3:30 A.M. at **Ala – Liberty, Leela Gopal Towers, First Floor, Road No. 12, Banjara Hills, Hyderabad, Telangana –** 500 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

S1.	Resolution(s)	Vote	
No.		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the		
	Company for the Financial Year ended 31st March, 2019, together with the		
	Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Hitesh Patel, who retires by rotation and		
	being eligible, offer him-self for re-appointment		
3.	To re-appoint M/s Keyur Shah & Co. , Chartered Accountants, having Firm		
	Registration No. 141173W, allotted by The Institute of Chartered Accountants of		
	India (ICAI), as the Statutory Auditors and to fix their remuneration.		
4.	To appoint Mr. Yezdi Jal Batliwala as the Director of the Company, who has		
	attained the age of Seventy Five years, shall continue his office as a Non-		
	executive Director.		
5.	To re-appoint Dr. Minto P. Gupta as the Managing Director of Company for a		
	period of 3 (three) years with effect from 31st August, 2020 to 30th August, 2023		
6.	To re-appoint Mrs. Meenakshi Gupta as the Whole Time Director of Company		_
	for a period of 3 (three) years with effect from 31st August, 2020 to 30th August,		
	2023		

	Affix
Signed this, 2019	Revenu
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# Signature of Shareholder

# Signature of Proxy holder

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. The proxy need not be a member of the company.

### **DECCAN HEALTH CARE LIMITED**

CIN: U72200TG1996PLC024351

# 247, 2nd Floor, Dwarakapuri, Punjagutta, Hyderabad, Telangana- 500082.

#### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

23rd Annual General Meeting of the Company on the Monday, 30th September, 2019, at 3:30 A.M. at Ala - Liberty, Leela Gopal Towers, First Floor, Road No. 12, Banjara Hills, Hyderabad,

Гelangana - 500 034
Full name of the member(s) attending
(In block capitals)
Ledger Folio No. /Client ID No No. of shares held:
Name of Proxy
(To be filled in, if the proxy attends instead of the member)
hereby record my presence at the 23rd Annual General Meeting of M/s. DECCAN HEALTH CARE
LIMITED on the Monday, 30th September, 2019, at 3:30 A.M. at Ala - Liberty, Leela Gopal Towers, First
Floor, Road No. 12, Banjara Hills, Hyderabad, Telangana – 500 034.
(Member's /Proxy's Signature)

#### Note:

- 1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3. A Proxy need not be a member of the Company.
- 4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

# Deccan Health Care Limited CIN: U72200TG1996PLC024351

# **ANNUAL GENERAL MEETING VENUE**

Company Name: DECCAN HEALTH CARE LIMITED

Day: Monday

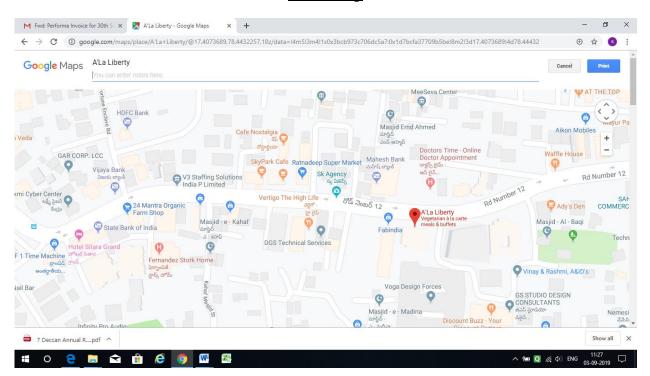
Date: 30th September, 2019

Time: 3:30 P.M.

Venue: A'La - Liberty, Leela Gopal Towers, First Floor, Road No. 12, Banjara Hills, Hyderabad,

Telangana - 500 034.

# **Route Map**





4th September, 2019

The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001

# Dear Sir/Madam,

Subject: <u>Intimation about ensuing Annual General Meeting & Book Closure Dates</u>
<u>pursuant to Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>

Stock Code: 542248

With reference to the subject captioned above, please note that the 23<sup>rd</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on **Monday**, 30<sup>th</sup> **September**, 2019 at 3.30 p.m., at A'La Liberty, Leela Gopal Towers, First Floor, Road Number-12, Banjara Hills, Hyderabad-500034.

The cut- off date for determining the eligibility to vote at the AGM is 23<sup>rd</sup> September, 2019.

Kindly also note that pursuant to the provisions of Section 91 of the Companies Act, 2013 and the Rules made thereunder, the Register of Members of Company shall remain closed from Tuesday, 24<sup>th</sup> September, 2019 (10:00 A.M.) to Monday, 30<sup>th</sup> September, 2019 (5:00 P.M.) for the purpose of AGM.

Further enclosed herewith the Notice of AGM of the Company for the Financial Year 2018-19.

Please treat this as a compliance of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Thanking You

Yours Faithfully
For Deccan Health Care Limited

Sd/Sreya Mitra
Company Secretary & Compliance Officer

Encl: as above