

**DAYA GENERAL HOSPITAL LIMITED**  
**CIN: U85110KL1977PLC002877**  
**NO.302 SHORNUR ROAD, THRISSUR PO, KERALA-680022 INDIA**  
**Email: daya.hospital@gmail.com Ph. 0487 2325537**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DAYA GENERAL HOSPITAL LIMITED WILL BE HELD ON TUESDAY, 7<sup>TH</sup> NOVEMBER, 2023 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT NO. V/302 & 303, SHORNUR ROAD, NEAR VIYYUR BRIDGE, THRISSUR, KERALA-680022, INDIA TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**1. To consider and approve proposal for acquisition of Royal Hospital, Kunnamkulam, Kerala, India**

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 186 of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Board of Directors of the Company, be and is hereby accorded for the approval of the proposal for acquisition of Royal Hospital, located in Kunnamkulam, Kerala, India, including the Land, building and Equipments of the hospital, subject to approval of shareholders in the Extra Ordinary General meeting of the Company.

**RESOLVED FURTHER THAT** Dr. Valiakath Kuttippurathel Abdul Azeez (DIN:00860120), Managing Director of the Company be and is hereby authorized to negotiate the terms and conditions of the acquisition, including the purchase price, due diligence, and execute or sign any related agreements, deeds or documents.”

**2. To ratify the remuneration payable to the Cost Auditor**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of 30,000/- (Rupees Thirty Thousand Only) payable to CMA Sindhu Mohan T (Proprietor - SS & Associates, FRN No. 003506), for conducting cost audit of the Company for the financial year 2023-2024, as approved by the Board of Directors of the Company, be and is hereby ratified.”

**By order of the Board**

**Sd/-**

**Dr. V K Abdul Azeez**  
**Managing Director**  
**DIN:00860120**

Date:20.09.2023  
Place: Thrissur

**NOTES:** -

1. In continuation to the Ministry's General Circular No.20/2020 dated 05.05.2020 and General Circular No.02/2022 dated 05.05.2022 read with circulars dated 13-01-2021, 08-12-2021, 14-12-2021 (collectively referred to as "MCA Circulars") permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 and MCA circulars, this EGM of the Company is also being conducted through VC/OAVM.
2. A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company. Proxies in order to be effective must be deposited at the Registered Office of the Company **not less than 48 hours** before the time of the meeting.
3. A member of the company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Further since the facility to attend the EGM through VC/OAVM is provided, physical attendance of such members who are attending through VC/OAVM is dispensed with. Accordingly, the facility for appointment of proxies by such members who are attending through VC/OAVM will not be available.
4. The facility for members to join the EGM through VC/OAVM shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time by following the procedure mentioned in the Notice.
5. In terms of Sections 101 and 136 of the Act, read together with the Rules made thereunder, companies may send the notice of Extra Ordinary general meeting by electronic mode.
6. Members who have not yet registered their email addresses are requested to register the same with the Company email id at [daya.hospital@gmail.com](mailto:daya.hospital@gmail.com) expeditiously.
7. Relevant documents referred to in this Notice and the following statutory registers will be available for inspection in at the registered office of the company at any day during business hours except on holidays up to and including the date of Annual General Meeting. Members can inspect the same in electronic means by sending an email to Company at [daya.hospital@gmail.com](mailto:daya.hospital@gmail.com).
8. In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any member during the continuance of the meeting.

9. The Register of Members and Share Transfer Books of the company will remain closed from Tuesday 31<sup>st</sup> October,2023 to 07<sup>th</sup> November,2023 (both days inclusive).
10. Route map of the EGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
11. The Shareholders may choose to hold the Ordinary Shares of the Company in the Demat mode. The ISIN as allotted by NSDL is INE08BU01018. In case of any query, you may please get in touch with the Company or the Registrar & Transfer Agent i.e. INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED (BPID: IN200264), 2ND FLOOR, KENCES TOWERS, NO.1 RAMAKRISHNA STREET, NORTH USMAN ROAD, T NAGAR, CHENNAI – 600017.
12. Web-link for assessing the notice of the Extra Ordinary General Meeting as per Rule 18 of Companies (Management and Administration) Rules 2014 and Secretarial Standard - 2 is as follows:  
[www.dayageneralhospital.com](http://www.dayageneralhospital.com)

**Instructions for Members attending the EGM through VC/OAVM are as under:**

- a) During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending e-mails through their e-mail addresses which are registered with the company. The said e-mails shall only be sent to the designated e-mail of the company i.e. [daya.hospital@gmail.com](mailto:daya.hospital@gmail.com).
- b) EGM through VC or OAVM facility will be conducted through Zoom meetings and shall be able to participate in the meeting with the below mentioned URL.

**URL: <https://us06web.zoom.us/j/82532989532?pwd=gVFmD4TOESm46zibM7KWeWe2cwiC63.1>**

- c) Members shall click on URL received in their registered mail ID and shall key in the unique username and Password disclosed below

**Meeting ID: 825 3298 9532**  
**Password: 112807**

- d) The attendance of the Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- e) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- f) During the meeting held through VC or OAVM, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their

email addresses which are registered with the company. The said emails shall only be sent to the designated email address circulated by the company in advance.

- g) The poll will take place during the meeting and the members may convey their assent or dissent only at such stage on items considered in the meeting by sending e-mails to the designated e-mails to the designated email address of the company, which was circulated by the company in the notice sent to the members.
- h) Further members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- i) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

Based on the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and other relevant and applicable provisions of the Act, the Board of Directors, hereby proposed for an acquisition of Royal Hospital situated at Kunnamkulam, Thrissur, Kerala, India which shall be beneficial for the strategic expansion of the Company's healthcare portfolio, aligning with the Company's mission and objectives.

The acquisition shall inter alia include the land, building and equipments of the hospital and the decision with respect to the same was passed in the meeting of Board of directors of the Company held on 20<sup>th</sup> September, 2023.

The Chairman shall explain the proposal requirements on the basis of the lease agreement dated 7<sup>th</sup> December, 2018 entered by the owners of the property with T M Health Care Centre Private limited wherein the property details are mentioned therewith.

For better understanding of the land, building and equipments the following details shall be served before the members of the Company:

Dr. Thomas Mathew	He is in full possession of the 14.125 cents of land with a building there on with a built up area of 4062 sq.ft with Door No.15/290-1 & XV/307A of Kunnamkulam Municipality
Mrs. Molly Mathew	She is in full possession of the 20.636 cents of land with a building there on with a built up area of 11670 sq.ft with Door No.15/286, 287, 289 & 290 of Kunnamkulam Municipality
Mr. Thomas Mathew and Molly Mathew	They are in full possession of the 97.511 cents of land with a building there on with a built up area of 59513 sq.ft with Door No.s XV/290, 290A, 290B, 290C, 290D1, 290E1, 290F1, 290G1, 290H1, 290I1, 290J1, 290K1 of Kunnamkulam Municipality.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board recommends passing of the special resolution as set out at Item No.6 of the accompanying notice for approval by the members.

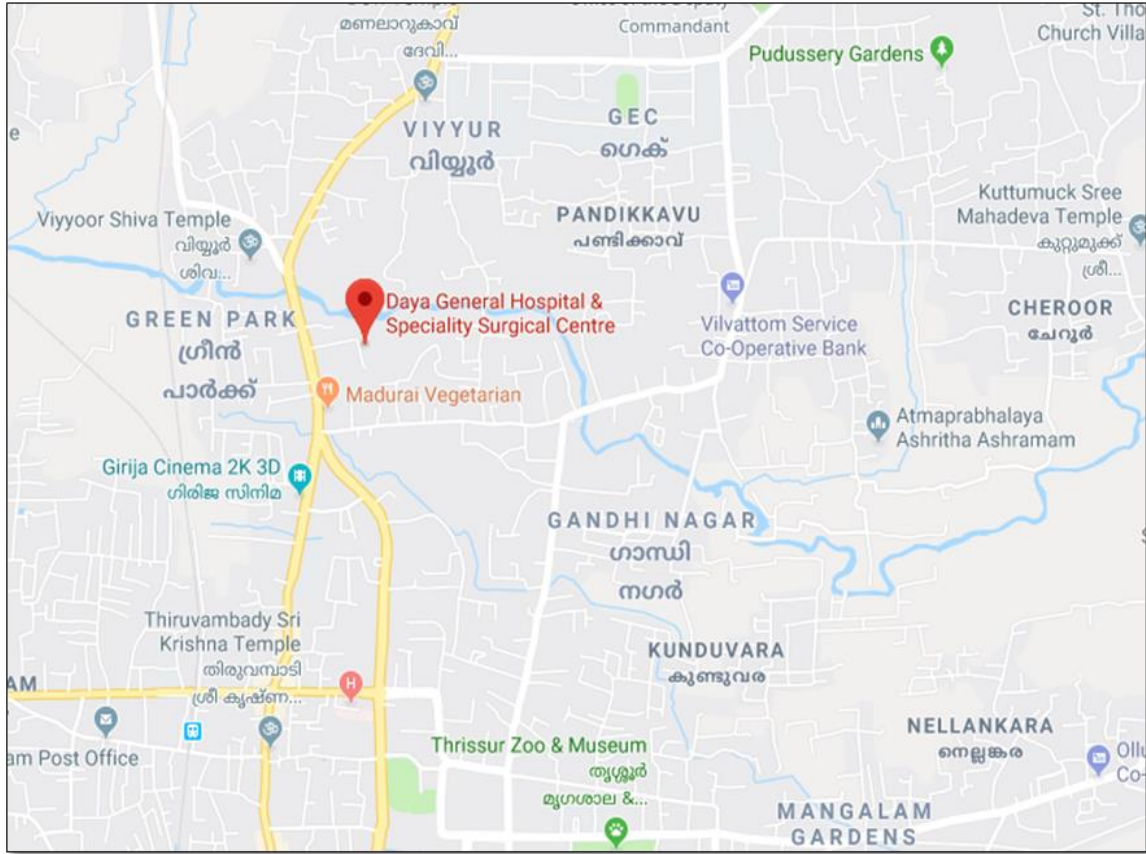
**By order of the Board**

**Sd/-**

**Dr. V K Abdul Azeez  
Managing Director  
DIN:00860120**

Date:20.09.2023  
Place: Thrissur

**ROUTE MAP OF THE EXTRA ORDINARY GENERAL MEETING VENUE**



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**Form No. MGT-11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the  
Companies (Management and Administration) Rules, 2014

Name of the member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No./Client Id: \_\_\_\_\_ DPID: \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ no. of shares of the above  
named Company, hereby appoint

1.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

2.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary  
General Meeting of the Company, to be held on Tuesday, 07<sup>th</sup> November, 2023 at 11.00 AM, at  
the Registered Office of the company at No. V/302&303, Shornur Road, Near Viyyur Bridge,  
Thrissur- 680022 and at any adjournment thereof in respect of such resolutions as are  
indicated below:

Signed this.....day of .....2023

Signature of member

Affix Re.1 Revenue Stamp
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**Please Note:**

- *A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company.*
- *Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.*

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**ATTENDANCE SLIP**

**Extra Ordinary General Meeting**  
Tuesday, 07<sup>th</sup> November,2023 at 11.00 A.M.

Regd. Folio No./DP ID: \_\_\_\_\_

No. of shares held: \_\_\_\_\_

I certify that I am a registered member/proxy for the registered member of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on Tuesday, 07<sup>th</sup> November, 2023 at 11.00 A.M., at the Registered Office of the company at No. V/302&303, Shornur Road, Near Viyyur Bridge, Thrissur- 680022.

\_\_\_\_\_

Member's Signature