

## **MANAPPURAM HEALTH CARE LIMITED**

Regd. Office: Door No. V/537, Near Manappuram House, High School Junction, Valapad P.O,  
Thrissur, Kerala- 680567 Ph: 0487- 3100705 Website: www. macare.in,  
CIN: U24232KL2006PLC029932

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### **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MANAPPURAM HEALTHCARE LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 26<sup>TH</sup> 2020 AT 02.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT DOOR NO. V/537, NEAR MANAPPURAM HOUSE, HIGH SCHOOL JUNCTION, VALAPAD P.O, THRISSUR, KERALA- 680567 TO TRANSACT THE FOLLOWING BUSINESS:-**

#### **ORDINARY BUSINESS:-**

1. To receive, consider and adopt the audited Balance Sheet, Profit and Loss Account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2020 along with the Auditor's Report and the Directors' Report.
2. To appoint, Mrs. Sushama Nandakumar, Director [DIN No. 02270130] who retires by rotation, being eligible and offering herself for reappointment

#### **SPECIAL BUSINESS**

3. **Re appointment of Managing Director Dr P D Prasannan.**

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Dr P D Prasannan (DIN 03535849) as Managing Director of the Company for a period of three years with effect from 07<sup>th</sup> September 2020 on the terms and conditions as follows is hereby approved.

Salary : Rs. 3,63,000/- (Rupees Three Lakh Sixty Three Thousand Only) per month.

Annual increment: 10%

Dearness Allowance: As per the rules of the Company.

Leave/ Leave encashment: As per the rules of the Company

Other Benefits: PF, Gratuity, Superannuation etc. (Not considered as perquisites)

“RESOLVED THAT approval of the members of the Company be and is hereby accorded for continuation of office of directorship of Dr P D Prasannan, Managing Director of the Company, who may attain the age of 70 years during the term of office of three years.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company/Company Secretary be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”

4. **Re-appointment of Mr. CA N V Mahadevan(DIN: 00073834) as an Independent Director**

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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. CA N V Mahadevan (DIN: 00073834), who was appointed as an Independent Director of the Company at the 09<sup>th</sup> Annual General Meeting of the Company and who holds office of the Independent director up to 28<sup>th</sup> September , 2020 and who is eligible for being re-appointed as an Independent Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years commencing from 29<sup>th</sup> September 2020 to 28<sup>th</sup> September 2025

5. **Re-appointment of Mr. Dr E Mohandas(DIN: 02940152) as an Independent Director**

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 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Dr E Mohandas (DIN: 02940152), who was appointed as an Independent Director of the Company at the 09<sup>th</sup> Annual General Meeting of the Company and who holds office of the Independent director up to 28<sup>th</sup> September , 2020 and who is eligible for being re-appointed as an Independent Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 years commencing from 29<sup>th</sup> September 2020 to 28<sup>th</sup> September 2025.

“RESOLVED THAT approval of the members of the Company be and is hereby accorded for continuation of office of directorship of Dr E Mohandas, Non-Executive Independent Director of the Company, who may attain the age of 70 years during the term of office of five years.

**By Order of the Board**

**For Manappuram Health Care Limited**

**Place: Valapad**  
**Date: 27.08.2020**

**sd/-**  
**Dr. P D Prasannan**  
**Managing Director (DIN: 03535849)**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS (SUNDAY IS INCLUDED IN COMPUTATION OF 48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.
2. The enclosed proxy form (MGT 11), if intended to be used should reach the registered office of the company duly completed, stamped and signed not less than forty eight hours before the time fixed for the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company, unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic

mode are requested to print the Attendance Slip at the Registration Counter at the AGM.

**By Order of the Board**

**For Manappuram Health Care Limited**

**Place: Valapad  
Date: 27.08.2020**

**sd/-  
Dr. P D Prasannan  
Managing Director (DIN: 03535849)**

**Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013**

**ITEM NO 3**

Dr. PD Prasannan aged 68 years; Managing Director of the Company is having over 33 years of excellent experience in the field of medical science. He is a consultant physician by Profession and has obtained Master degree in General Medicine from Government Medical College Calicut.

His current term of appointment as Managing Director of the Company expired on September 6, 2020. He has excellent grasp, thorough knowledge and experience of not only the Medical Science but also of hospital management and Administration. Considering his knowledge on various aspects relating to the Company's affairs and being an experienced physician, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, services of Dr. PD Prasannan should be available to the Company for a further period of three years with effect from September 07, 2020. The services rendered are of a professional nature

The Board of Directors at its meeting held on 27<sup>th</sup> August 2020 approved the re-appointment of Dr P D Prasannan as Managing Director, for a further period of 3 years on the Board of the Company with effect from 07.09.2020, subject to the shareholders' approval. The Board believes that the Company will benefit from the professional expertise and rich experience of Dr P D Prasannan. The Board recommends the resolution at item no. 3 to the members for their approval.

**PARTICULARS OF APPOINTEE AND OTHER GENERAL INFORMATION**

**General Information**

Sl.No	Particulars	Details
a	Nature of the industry	Health Care
b	Date or expected date of commencement of Commercial production	9th May 2006

c	In the case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
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d	Financial performance based on the given indicators	2019 – 2020	2018 – 2019
	Income from Operations	121,424,282	117,406,788
	Other Income	1,601,606	1,210,709
	Total Expenditure	156,445,736	149,802,608
	Profit/(Loss) before Depreciation & Finance charges	(16,839,021)	(16,437,878)
	Depreciation & Finance Charges	16,580,827	14,747,233

#### Information about the appointee

Sl. No	Particulars	Dr. P.D.Prasannan
A	Background Details	Dr.P.D Prasannan Having completed his MBBS from Calicut Medical College in 1975 he did his MD in General Medicine from Mangalore University. He also holds a Post Graduate Diploma in Tropical Medicine from Calcutta University to his credit. He started his career by joining the Kerala Health Services Department in the year 1978. He has also worked as a consultant physician in UAE for 16 years. He retired as District TB Officer, Kerala Health Services Department, Thrissur in 2007. He is working as a consultant in MAcare.
B	Past remuneration	3,63,000 per month
C	Recognitions or Awards	
D	Job profile and his suitability	He is a consultant physician by Profession. He has over 30 years of excellent experience in the field of medical science.
E	Remuneration proposed	3,63,000 per month and 10% increment annually.

F	Comparative remuneration profile with respect to industry, Size of the Company, Profile of the position and person	The package is highly competitive given industry standards and there is still enough room for improvement.
G	Pecuniary relationship with the Company	No pecuniary relationship with the company
H	Relationship with the Managerial personnel	Brother-in-law of Mr. V.P. Nandakumar

Other information

Sl.No	Particulars	Details
A	Reason for loss or inadequate profits	Medical industry need more time for break even. Continuous Expansion has also resulted in loss for the company
B	Steps taken or proposed to be taken for improvement	Continuous effort has been initiated to reduce loss and increase revenue More specialties adding to overcome the initial loss.
C	Expected increase in productivity	Total business of the existing centre is expected to increase by 20% next year

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting, re-appointed him as Managing Director of the Company for a further period of three years with effect from September 07 , 2020 .

In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Except P D Prasannan none of the other Directors of the Company are in any way concerned or interested in the said resolution.

**Item No.4**

Mr. CA N V Mahadevan was appointed as Independent Directors on the Board of your Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He will hold office as Independent Directors of the Company up to the conclusion of the ensuing Annual General Meeting of the company (“first term” in line with the explanation to section 149(10) and 149(11) of the Act).

Nomination, compensation and corporate Governance Committee of the Board of Directors on the basis of the performance evaluation, has recommended the reappointment of Mr. CA N V Mahadevan for a second term of 5(five) consecutive years in the Board of the company. Committee also consider that his

experience and contribution would be beneficial to the company and it is desirable to continue to avail his services as an Independent Director. Accordingly it is proposed to reappoint Mr. CA N V Mahadevan as an Independent Director of the company not liable to retire by rotation and to hold office for a second term of 5(five) consecutive years on the Board of the company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. CA N V Mahadevan is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. CA N V Mahadevan that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act In the opinion of the Board, Mr. CA N V Mahadevan fulfil the conditions for appointment as Independent Directors as specified in the Act and is independent of the management.

Details of Director also provided in the "Annexure-1" to the Notice pursuant to the provisions of ) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Mr. CA N V Mahadevan setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

None of the other Directors / otherwise Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or, in these resolutions.

The Board commends the Special Resolution set out at Item Nos. 4 of the Notice for approval by the members.

#### **Item No.5**

Dr. E Mohandas was appointed as Independent Director on the Board of your Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He will hold office as Independent Directors of the Company up to the conclusion of the ensuing Annual General Meeting of the company ("first term" in line with the explanation to section 149(10) and 149(11) of the Act).

Nomination, compensation and corporate Governance Committee of the Board of Directors on the basis of the performance evaluation, has recommended the reappointment of Dr. E Mohandas for a second term of 5(five) consecutive years in the Board of the company. Committee also consider that his experience and contribution would be beneficial to the company and it is desirable to continue to avail his services as an Independent Director. Accordingly it is proposed to reappoint Dr E Mohandas

an Independent Director of the company not liable to retire by rotation and to hold office for a second term of 5(five) consecutive years on the Board of the company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Dr. E Mohandas is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Dr. E Mohandas that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act In the opinion of the Board, Dr. E Mohandas fulfill the conditions for appointment as Independent Directors as specified in the Act and is independent of the management.

Details of Director also provided in the "Annexure-2" to the Notice pursuant to the provisions of ) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Dr. E Mohandas setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

None of the other Directors / otherwise Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or, in these resolutions.

The Board commends the Special Resolution set out at Item Nos. 5 of the Notice for approval by the members.



## ANNEXURE 1

### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Clause 1.2.5 of Secretarial Standard-2 on General Meetings)

Name	CA N V Mahadevan
Date of Birth & Age	21/04/1959 61 Years
DIN & Nationality	00073834 Indian
Date of first appointment to the Board	31/03/2015
Qualification	Chartered Accountant
Experience in specific functional areas	He is a Chartered Accountant. Partner of M/s. Mahadevan & Sivarajan . He has 30 years of experience.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Directorship held in other Companies	<ul style="list-style-type: none"><li>• Director, Real Time Solutions and Training Centre Private Limited</li></ul>
Memberships in the Committees of Board of other Companies*	
No. of shares held in the Company	0
Number of meetings of the Board attended during the Financial Year 19-20	3
Terms and conditions of re-appointment along with details of remuneration sought to be paid	He was appointed as the Independent Director of the company for a period of five years effective from 29 <sup>th</sup> September 2015.The Board in its meeting held on 27 <sup>nd</sup> August 2020, recommends for the approval of the members for re-appointment of CA N V Mahadevan for second term of five years.
Details of last drawn remuneration	During the Financial year 2019-20, an aggregate amount of Rs.0.10 Lakhs Was paid towards fee for attending Board/Committee Meetings.

\* Chairman ship and membership of the Audit Committee & the Nomination and Remuneration Committee are only considered.

## ANNEXURE 2

### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name	Dr E Mohandas
Date of Birth & Age	15/12/1952 68 Years
DIN & Nationality	02940152 Indian
Date of first appointment to the Board	31/03/2015
Qualification	MBBS, MD(Psychiatry)
Experience in specific functional areas	He is an eminent Psychiatrist from Kerala specializing in Adult and Biological Psychiatry. He accomplished his MBBS from Calicut Medical College and MD (Psychiatry) from the prestigious AIIMS, New Delhi. He has an exceptional professional track record and won numerous accolades and appreciation for his performance and leadership skills. He is the first Indian to chair the WPA section for developing countries and the South Asia forum International, which covers 18 countries. He served as Consultant in Elite Mission Hospital for 28 years.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Directorship held in other Companies	<ul style="list-style-type: none"><li>• Director, Behavioural and Neuro Sciences Academy of India.</li></ul>
Memberships in the Committees of Board of other Companies*	
No. of shares held in the Company	0
Number of meetings of the Board attended during the Financial Year 19-20	4
Terms and conditions of re-appointment along with details of remuneration sought to be paid	He was appointed as the Independent Director of the company for a period of five years effective from 29 <sup>th</sup> September 2015. The Board in its meeting held on 27 <sup>th</sup> August 2020, on the recommendation of the Nomination and Remuneration Committee recommends for the approval of the members for re-appointment of Dr E Mohandas for second term of five years.
Details of last drawn remuneration	During the Financial year 2019-20, an aggregate amount of

	Rs.0.10 Lakhs Was paid towards fee for attending Board/Committee Meetings.
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\* Chairman ship and membership of the Audit Committee & the Nomination and Remuneration Committee are only considered.

**By Order of the Board**

**For Manappuram Health Care Limited**

**Place: Valapad  
Date: 27.08.2020**

**sd/-  
Dr. P D Prasannan  
Managing Director (DIN: 03535849)**