

NOTICE

NOTICE is hereby given that the Adjourned Extraordinary General Meeting (EGM) of the Members of Jaypee Healthcare Limited will be held on **Monday, July 3, 2023 at 11:30 A.M. at the Registered office of the Company at Sector – 128, Noida- 201304 (U.P.)**, to transact the following business:-

SPECIAL BUSINESS:

1. APPROVAL FOR APPOINTMENT AND PAYMENT OF REMUNERATION TO DR. MANOJ LUTHRA AS WHOLE-TIME DIRECTOR & CEO

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200 and 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of approval of Lenders, approval of the Members be and is hereby accorded for the appointment and payment of remuneration to **Dr. Manoj Luthra (DIN: 09750662)** as Whole-time Director & CEO of the Company for a period of three years w.e.f. October 1, 2022 to September 30, 2025 on a monthly basic salary of Rs. 4,50,000/- and allowances as mentioned in the Statement annexed to the Notice convening this Meeting and on terms and conditions of appointment, as approved by the Board of Directors, based on the recommendations of Nomination and Remuneration Committee.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out in the said Statement be paid as minimum remuneration to Dr. Manoj Luthra, notwithstanding that in any financial year during his tenure as Whole-time Director & CEO, the Company has made no profits or profits are inadequate.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee including remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the provisions of the Companies Act, 2013.



RESOLVED FURTHER THAT so long as Dr. Manoj Luthra functions as the Whole-time Director & CEO of the Company and draws the remuneration as aforesaid, he will not be entitled to any fee for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds, matters 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 respect of the aforesaid without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

Regd. Office:

Sector-128,
Gautam Budh Nagar
Noida- 201304 (U.P.)
www.jaypeehealthcare.com

Place: Noida

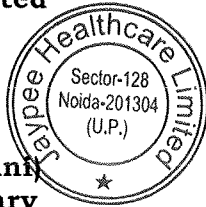
Date: May 20, 2023

**By Order of the Board
For Jaypee Healthcare Limited**



(Payal Guglani)

**Company Secretary
Membership No. A53521**



Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING IN FORM MGT-11 AS ENCLOSED HEREWITH.**
2. 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. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for any other shareholder.
3. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts for the proposed resolution of the accompanying Notice is annexed hereto. Being considered unavoidable by the Board of Directors, Special business mentioned in the notice will be transacted at this meeting.
4. Corporate Members intending to send their respective authorized representatives are requested to send a duly certified copy of the Board resolution authorizing such representatives to attend and vote at an EGM.
5. Members are requested to notify change in address/contact details, if any, to the Company at its Registered Office / concerned Depository Participant.
6. All documents referred to in the Notice will also be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, during business hours, up to the date of this meeting.



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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

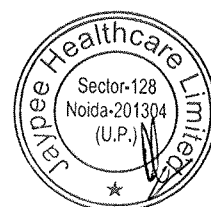
Dr. Manoj Luthra, aged 68 years, is a renowned cardiologist who is already working as CEO of Jaypee Hospital since 2016. Dr. Manoj Luthra joined the Indian Armed Forces in 1977 after graduating from the Armed Forces Medical College. He completed his Masters in General Surgery in 1983 from Pune University and was thereafter posted at the Armed Forces Medical College as a lecturer in General Surgery. He opted for training in Cardiac Surgery and after passing his M.Ch. in Cardiac Surgery from Pune University, he underwent further training in Coronary Artery Surgery in Australia and Paediatric Cardiac Surgery in United Kingdom. After training, he returned to the Armed Forces Medical College and worked as an Associate Professor, then Professor and later Head of Department of Cardio-Thoracic Surgery. He has also served as Head of Department of Cardiac Surgery at the Prestigious Army Hospital (Research and Referral), New Delhi from 2007 – 2010 and as Dean of the Armed Forces Medical College from 2010 – 2014. He joined Jaypee Hospital, Noida in August, 2014 and is doing all types of Cardiac Surgery.

Keeping in view the rich and varied experience of Dr. Manoj Luthra and his involvement in the day-to-day affairs of the Company, concurring with the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors in its Meeting held on September 26, 2022 has appointed Dr. Manoj Luthra as an Additional Director w.e.f. October 1, 2022, and as a Whole-time Director & CEO w.e.f. October 1, 2022 for a period of 3 years i.e. upto September 30, 2025 on the total remuneration amounting to Rs. 6,84,000/- per month plus normal annual increment, subject to the approval of Shareholders and other necessary approvals.

The above remuneration shall not include the remuneration paid to Dr. Manoj Luthra as Director CTVS (Cardiothoracic and Vascular Surgeons), which are professional and technical in nature.

In the event of absence or inadequacy of profits in any financial year during the tenure of Dr. Manoj Luthra, the aforesaid remuneration would be paid as the minimum remuneration.

Section 197 read with Schedule V of the Companies Act, 2013 details the conditions subject to which minimum remuneration could be paid to a managerial person in case of loss or inadequacy of profits. As per the provisions of Section 197(9) and 197(10) of the Act, in case the Company has defaulted in payment of dues to bank(s) or public financial institution(s) or non-convertible debenture holders or any other secured creditor, the prior



approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, is required to be obtained by the Company before obtaining the approval of shareholders in the General Meeting.

Due to default in payment of dues to Yes Bank Limited (loan assigned to J.C. Flowers Asset Reconstruction Private Limited), the Lead Bank and other consortium members (collectively referred as "Lenders"), the terms and conditions of Remuneration approved by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee, required the prior approval of the Lender before obtaining the approval of the Shareholders.

Now, the Company has obtained the approval from all its lenders for payment of remuneration to Dr. Manoj Luthra, Whole-time Director & CEO, for the period from October 1, 2022 to September 30, 2025. A copy of the approvals would be available for inspection by the Members.

Further, based on the discussions held between Dr. Manoj Luthra and the management, Nomination and Remuneration Committee and Board of Directors in their respective meetings held on November 7, 2022 had approved the amendment in the components of salary, restricting the total remuneration to Rs. 6,84,000/- (as approved by the lenders). Breakup of the same is as under:

I. Salary

Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) per month
* plus normal annual increment

II. Allowances

Rs. 2,34,000/- (Rupees Two Lakhs Thirty Four Thousand only) per month.

*The above amount includes House Rent Allowance and other allowance.

III. Fees for Professional services

Rs. 6,92,640/- (Rupees Six Lakhs Ninety Two Thousand Six Hundred Forty only) per month as Director CTVS (Cardiothoracic and Vascular Surgeons)



Subsequent to the approval of Lenders to the aforesaid remuneration, approval of Shareholders for payment of remuneration to Dr. Manoj Luthra is being sought by way of Special Resolution.

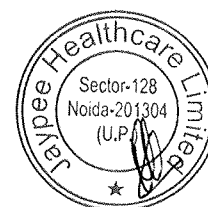
The disclosures, as required in terms of Schedule V to the Companies Act, 2013, are given below:-

I. General Information of the Company

S.No.	Particulars	Remarks
1	Nature of Industry	Healthcare
2	Date or expected date of commencement of commercial production	24 th February, 2014
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4	Financial performance based on given indicators	<u>As on 31.03.2023:</u> Gross Total Revenue - Rs. 35604.87 Lakhs Profit before Tax - Rs. (8639.73) Lakhs Profit after Tax - Rs. (8639.73) Lakhs
5	Foreign Investments or Collaboration, if any	N.A.

II. Information about the appointee

S.No	Particulars	Remarks
1.	Background details	Dr. Manoj Luthra, aged 68 years, is a renowned cardiologist who is already working as CEO of Jaypee Hospital since 2016. Dr. Manoj Luthra joined the Indian Armed Forces in 1977 after graduating from the Armed Forces Medical College. He completed his Masters in General Surgery in 1983 from Pune



		University and was thereafter posted at the Armed Forces Medical College as a lecturer in General Surgery. He opted for training in Cardiac Surgery and after passing his M.Ch. in Cardiac Surgery from Pune University, he underwent further training in Coronary Artery Surgery in Australia and Paediatric Cardiac Surgery in United Kingdom. After training, he returned to the Armed Forces Medical College and worked as an Associate Professor, then Professor and later Head of Department of Cardio-Thoracic Surgery. He has also served as Head of Department of Cardiac Surgery at the Prestigious Army Hospital (Research and Referral), New Delhi from 2007 – 2010 and as Dean of the Armed Forces Medical college from 2010 – 2014. He joined Jaypee Hospital, Noida in August, 2014 and is doing all types of Cardiac Surgery.
2.	Past remuneration from the Company	Rs. 1,65,19,680/- per annum (Rs. 82,08,000/- per annum towards professional fees of CEO and Rs. 83,11,680/- per annum towards professional fees of Director CTVS)
3.	Recognition or awards	1. Vishisht Seva Medal (2010) 2. Chief of Army Staff Commendation (2005) 3. General Officer Commanding Commendation (1997, 2003 & 2007)
4.	Job Profile and his suitability	Prior to his appointment as Whole-time Director & CEO, he was the Chief Executive Officer of the Hospital and was discharging his duties diligently. Hence, he is suitable to hold the office of Whole-time Director & CEO of the Company.
5.	Remuneration proposed	As given above in the Explanatory Statement
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	In comparison to other companies engaged in healthcare industry, considering the size of the Company and profile of Dr. Manoj Luthra, the proposed remuneration is considered reasonable.



7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship, directly or indirectly with the Company, except to the extent of his regular Salary & Perquisites and professional fees which he is receiving in his professional capacity as Director CTVS (Cardiothoracic and Vascular Surgeons). He is not related to any managerial personnel of the Company.
----	--	---

III. Other Information:

1. Reasons of loss or inadequate profits

The Company's operations started in 2014 and since then operations and revenue grew from Rs. 3 Crores average per month to Rs. 26 crores average per month in Financial Year 2018-19 with peak of Rs. 30 Crores in October, 2018. Average occupancy increased from 97 Patients in 2015-16 to 193 Patients in 2018-19 as against our operational capacity of 504 beds. Thus, leaving considerable scope to increase.

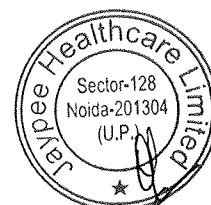
High Interest Payments & IBC Proceedings

From last quarter of Financial Year 2018-19, our operations started falling due to financial constraints mainly because of high interest payments resulting in delay in salaries to Doctors, Paramedics & nursing staff etc. This resulted in attritions of Doctors / Paramedics & nursing staff. Since, revenue could not be ramped up and Company could not serve interest, our Company account was declared as NPA account by Yes Bank on April 1, 2019. Yes Bank has also filed an application under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) against the Company before NCLT, Allahabad Bench. Uncertainties for employees were also compounded due to IBC proceedings of the Company and its Holding Company i.e Jaypee Infratech Limited.

The Company serviced its debt as per terms upto March, 2019 and partially upto February, 2020.

Covid-19 Pandemic

Things worsened and became complex after March 25, 2020, when the whole country was put under lockdown, which brought our operations to almost standstill. Patients (both Domestic and International) were not



coming for surgeries, in view of travel restrictions. Due to this, our occupancy has fallen approx. 40 as against 180 normal.

After December, 2021, life became normal and Covid wave vanished. The International patients and Domestic revenue is still low, though improving. Our revenue and EBIDTA both have improved over earlier year but still not enough to fully service the debt. However, the Company is still facing IBC proceedings.

2. Steps taken or proposed to be taken for improvement :

i. Domestic Marketing:

We have increased our outreach to Uttrakhand, Bihar, Punjab, Jammu & Kashmir and Assam in addition to earlier focus on cities of Uttar Pradesh.

We have initiated / accelerated activities for Digital Marketing, Super Specialties Camps, Health Awareness Sessions in various local groups, NGO and RWA etc. apart from various other routine activities including outside OPDs.

ii. International Marketing:

By virtual OPDs/Agreements with Foreign Governments/Facilitators etc. the Company is trying to bring back International patients as well.

iii. Strengthening Team of Doctors at Noida:

The Company has been successful in not only controlling the attrition of Doctors and Staff but has also brought back certain key teams and Doctors. We have also recruited some critical new teams of Key Doctors.

3. Expected increase in productivity and profits in measurable terms

Operational Revenue (Noida + Chitta)

(Rs. in crores)

Particulars	18-19	19-20	20-21	21-22	22-23	23-24
	Actual	Actual	Actual	Actual	Actual	Projected
Domestic	222	213	170	272	315.33	378
International	86	74	19	21	40.71	66
Total Revenue	308	287	189	293	356.04	444
EBIDTA	21	9	-3	34	55.26	75.65



Save and except, Dr. Manoj Luthra, who is interested in the resolution relating to his appointment and payment of his remuneration, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in anyway, financially or otherwise, concerned or interested in this Resolution.

The Board of Directors accordingly recommends the Special Resolution set out in the Notice for approval of the Members.


Regd. Office:

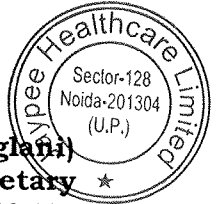
Sector-128,
Gautam Budh Nagar
Noida- 201304 (U.P.)
www.jaypeehealthcare.com

Place: Noida

Date: May 20, 2023

**By Order of the Board
For Jaypee Healthcare Limited**


(Payal Guglani)
Company Secretary ★



Membership No. A53521

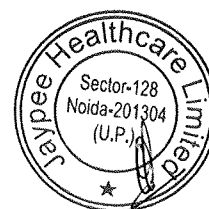
ANNEXURE TO THE NOTICE

Details of Director seeking appointment / approval for remuneration at the Adjourned Extraordinary General Meeting in pursuance of provisions of the Companies Act, 2013 read with SS-2

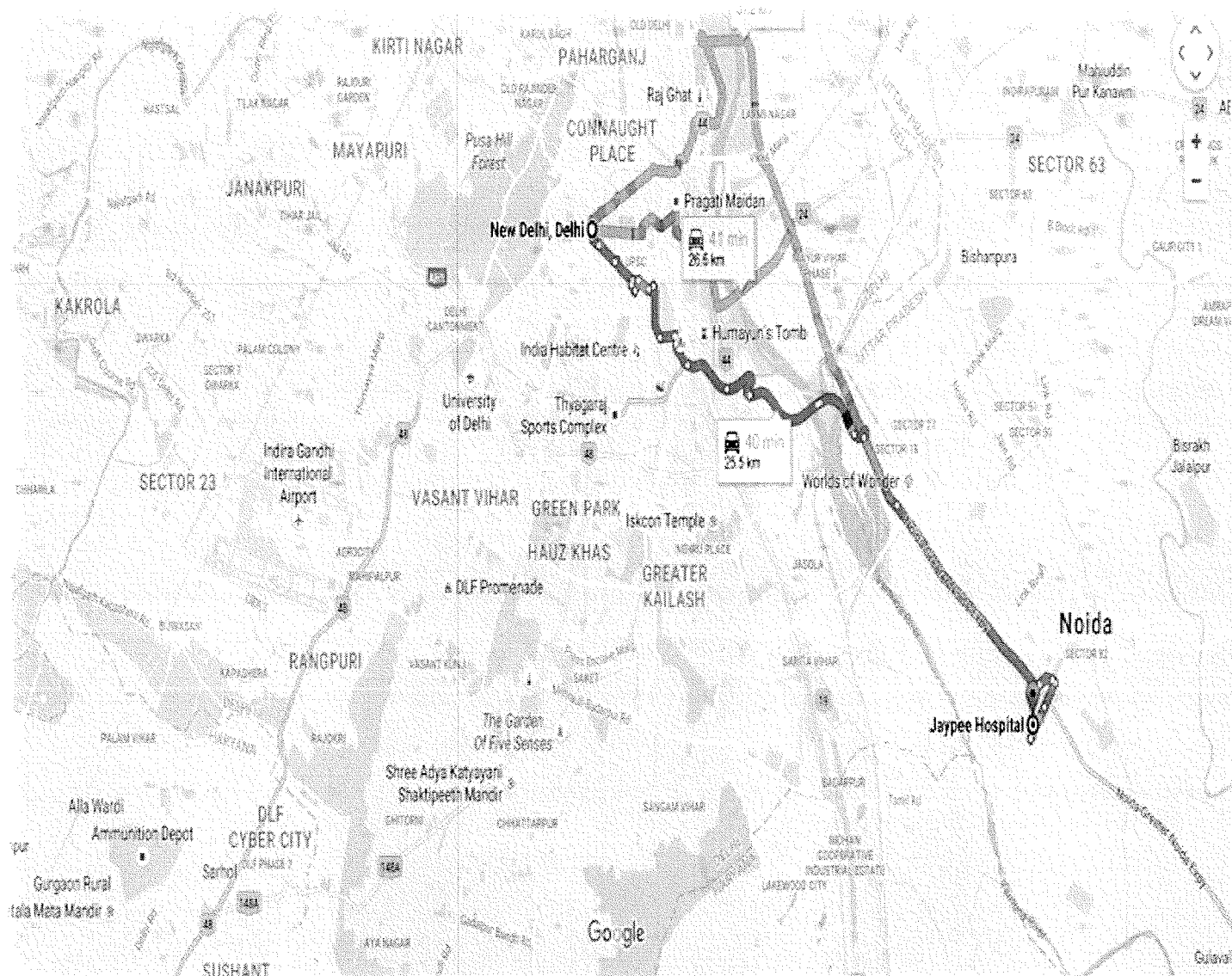
Name of the Director & DIN	Dr. Manoj Luthra (DIN: 09750662)
Date of Birth	24.06.1954
Qualifications	MBBS-1976; MS (General Surgery)-1983; DNB (General Surgery)-1986;and Mch (Cardiac Thoracic Surgery)-1990
Experience	In 1983, Dr. Manoj Luthra was posted at the Armed Forces Medical College as a lecturer in General Surgery. He opted for training in Cardiac Surgery and after passing his M.Ch. in Cardiac Surgery from Pune University, he underwent further training in Coronary Artery Surgery in Australia and Paediatric Cardiac Surgery in United Kingdom. After training, he returned to the Armed Forces Medical College and worked as an Associate Professor, then Professor and later Head of Department of Cardio-Thoracic Surgery. He has also served as Head of Department of Cardiac Surgery at the Prestigious Army Hospital (Research and Referral), New Delhi from 2007 – 2010 and as Dean of the Armed Forces Medical college from 2010 – 2014. He joined Jaypee Hospital, Noida in August, 2014 and is doing all types of Cardiac Surgery. Since 2016, he has been appointed as CEO of Jaypee Hospital.
Date of first appointment on the Board	01.10.2022
Terms and conditions of appointment or re-appointment	Terms and conditions of appointment of Director (liable to retire by rotation) are as per appointment letter
Details of remuneration sought to be paid	Salary Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) per month * plus normal annual increment



	<p>Allowances Rs. 2,34,000/- (Rupees Two Lakhs Thirty Four Thousand only) per month.</p> <p>*The above amount includes House Rent Allowance and other allowance.</p> <p>Fees for Professional services Rs. 6,92,640/- (Rupees Six Lakhs Ninety Two Thousand Six Hundred Forty only) per month as Director CTVS (Cardiothoracic and Vascular Surgeons)</p>
Remuneration last drawn	Rs. 1,65,19,680/- per annum (Rs. 82,08,000/- per annum towards professional fees of CEO and Rs. 83,11,680/- per annum towards professional fees of Director CTVS)
Shareholding in the company (either in his name or in the name of any other persons or on beneficial interest basis)	Nil
Relationship with other Directors and other Key Managerial Personnel of the Company	N.A.
Number of Meetings of the Board attended during Financial Year 2022-23 (after his appointment w.e.f 01.10.2022)	1/2
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil



Route Map of Jaypee Hospital, Sector-128, Noida-201304



JAYPEE HEALTHCARE LIMITED

CIN: U85191UP2012PLC053358

Registered Office: Sector-128, NOIDA-201304 (U.P.)

Telephone: +91 (120) 4122222; Fax No. +91(120) 4582899

E-mail: askus@jaypeehealthcare.com; Website : www.jaypeehealthcare.com

ATTENDANCE SLIP

DP ID		FOLIO NO./CLIENT ID		NO.OF SHARES	
------------------	--	------------------------------------	--	-------------------------	--

Name(s) and address of the Member/proxy in full: _____

I/We hereby record my/our presence at the Adjourned Extra-ordinary General Meeting of the Company to be held on **Monday, July 3, 2023 at 11:30 a.m. at the Registered Office of the Company at Sector 128, Noida 201 304 (U.P.)**.

☐

MEMBER

☐

PROXY

Signature of Member/Proxy

JAYPEE HEALTHCARE LIMITED

CIN: U85191UP2012PLC053358

Registered Office: Sector-128, NOIDA-201 304 (U.P.)

Telephone: +91 (120) 4122222; Fax No. +91(120) 4582899

E-mail: askus@jaypeehealthcare.com; Website : www.jaypeehealthcare.com

FORM NO.MGT-11

**PROXY
FORM**

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

CIN	U85191UP2012PLC053358
Name of the Company	Jaypee Healthcare Limited
Registered Office	Sector-128, NOIDA-201 304 (U.P.) Telephone: +91 (120) 4122222; Fax No. +91(120) 4582899

Name of the Member (s)	
Registered Address	
E-mail id	
DP ID and Client ID/Folio No.	

I/We, being the member(s) 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	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
Adjourned Extra-ordinary General Meeting of the Company, to be held on **Monday,**

July 3, 2023 at 11:30 a.m. at the Registered Office of the Company at Sector – 128, Noida 201304 (U.P.), and at any adjournment thereof in respect of such business as indicated below:

Special Business

Approval for appointment and payment of remuneration to Dr. Manoj Luthra as Whole-time Director & CEO

Signed this ____ day of _____, 2023

Signature of Member :

Signature of Proxy holder(s) :

Affix Revenue Stamp of Re.1/-

Notes:

1. 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.
2. A proxy need not be a Member of the Company.