

NOTICE

NOTICE is hereby given that the **Ninth Annual General Meeting** of the Members of Jaypee Healthcare Limited will be held on **Monday, 26th September, 2022 at 10:30 a.m. at the Registered office of the Company at Sector - 128, Noida- 201304, U.P.**, to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Gyan Prakash Gaur (DIN: 00918895)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **RATIFICATION OF THE REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2022-23**

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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force), the remuneration payable to **M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. : 000239)** appointed by the Board of Directors to conduct the audit of the cost records of the Company, for the Financial Year ending on 31st March, 2023, amounting to Rs. Rs. 2,00,000/- (Rupees Two Lakhs only) (excluding applicable taxes and re-imbursement of out of pocket expenses incurred during audit), be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

Regd. Office:

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

Place: New Delhi

Date: 24th May, 2022



**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 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 person or 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 at Item No. 3 of the accompanying Notice is annexed hereto. Special business under Item No. 3, being considered unavoidable by the Board of Directors, will be transacted at the 9th AGM of the Company.
4. Details of Director seeking re-appointment at this Meeting are provided in the "Annexure" to the Notice.
5. 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 the Annual General Meeting.
6. Members are requested to notify change in address/contact details, if any, to the Company at its Registered Office / concerned Depository Participant.
7. 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 the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, for inspection by the Members during the AGM. 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 the meeting from the date of circulation of this Notice up to the date of AGM.



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 under Item No. 3 of the accompanying Notice:

ITEM NO. 3

RATIFICATION OF THE REMUNERATION OF COST AUDITORS FOR FINANCIAL YEAR 2022-23

The Board of Directors, on the recommendation of the Audit Committee, in its Meeting held on 24th May, 2022, approved the re-appointment and remuneration of M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. : 000239), as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending on 31st March, 2023. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for payment of Remuneration amounting to Rs. 2,00,000/- (Rupees Two Lakhs only) (excluding applicable taxes and re-imbursement of out of pocket expenses incurred during audit), to M/s Chandra Wadhwa & Co. for conducting audit of the Cost Records of the Company for the Financial Year ending on 31st March, 2023.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, financially or otherwise, concerned or interested in this Resolution.

The Board of Directors accordingly commends the Ordinary Resolution set forth at Item No. 3 of the Notice for approval of the members.

Regd. Office:

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

Place: New Delhi

Date: 24th May, 2022

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



A handwritten signature in black ink, appearing to read "Payal Guglani".

(Payal Guglani)
Company Secretary
Membership No. A53521

ANNEXURE TO THE NOTICE

Details of Director seeking re-appointment at the 9th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 read with SS-2

Name of the Director & DIN	Shri Gyan Prakash Gaur (DIN:00918895)
Date of Birth	01.08.1947
Experience	Vast experience in the field of construction and Material Management.
Date of first appointment on the Board	30.10.2012
Terms and conditions of appointment or re-appointment	Re-appointment as a Director, liable to retire by rotation
Details of remuneration sought to be paid	Sitting Fee for attending the Board / Committee Meetings, if paid
Remuneration last drawn during Financial Year 2021-22	Nil (The Directors have decided to discontinue the payment of sitting fee w.e.f. 01.04.2021)
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 2021-22	6
Directorships, Membership/ Chairmanship of Committees on other Boards	Directorship Himalyaputra Aviation Limited Jaypee Fertilizers & Industries Limited



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

ATTENDANCE SLIP

DP ID		FOLIO NO./CLIENT ID		NO.OF SHARES	
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Name(s) and address of the Member/proxy in full: _____

I/We hereby record my/our presence at the **9th Annual General Meeting** of the Company to be held on **Monday, 26th September, 2022 at 10:30 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) holding _____ 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 9th Annual General Meeting of the Company, to be held on **Monday, 26th September, 2022 at 10:30 a.m. at the Registered Office of the Company at Sector – 128, Noida 201304(U.P.)**, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2022 together with the Reports of Directors and Auditors thereon.
2	To appoint a Director in place of Shri Gyan Prakash Gaur (DIN: 00918895), who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
3	Ratification of Remuneration of M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), Cost Auditors for the Financial Year 2022-23.

Signed this ____ day of _____, 2022

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