



CRESCENT MEDICAL CENTRE LIMITED

(Registered Office: X1/835, CRESCENT HOSPITAL, COURT ROAD, ALATHUR, PALAKAD DIST, KERALA-678541)

CIN: U85110KL1993PLC007516

E-mail: crescenthospital@gmail.com Website: www.crescenthospital.com PH: 04922-224411, 9446524333

NOTICE OF 27th ANNUAL GENERAL MEETING – SEPTEMBER 2020

NOTICE is hereby given that the 27th Annual General Meeting of the shareholders of Crescent Medical Centre Limited will be held through Video Conferencing, on Saturday, the 26th September, 2020 at 11:00 A.M (**through Zoom Meeting App**) in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively, 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 2020, the reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint **Sri. A Mohammedali** (DIN: 00502708), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Sri. A Mohammedali** (DIN: 00502708), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint **Sri. A P Kamarudheen** (DIN: 00524076), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Sri. A P Kamarudheen** (DIN: 00524076), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

4. To consider the re-appointment of **Sri. A Usman** (DIN: 00159565), Managing Director of the company and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the re-appointment of **Sri. A Usman** (DIN: 00159565) as Managing Director of the Company, for a period of 5 (Five) years with effect from 01.08.2020 to 31.07.2025 and the payment of such remuneration as may be determined by the Board, from time to time, within the maximum limits of remuneration for Managing Director mentioned in the Companies Act, 2013 or approved by the members of the Company on such terms and conditions as set out in the foregoing resolution and the explanatory statement annexed hereto.

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

**By Order of the Board
For Crescent Medical Centre Limited**

Alathur

01st September 2020

Sd/-
A. Mohammed Ali
Director
(DIN: 00502708)

Sd/-
A.Usman
Managing Director
(DIN: 00159565)

Sd/-
Ramees.U
Company Secretary
(Memb. No. A40510)

NOTES

- 1) Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
- 2) In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent to those members whose e-mail id's are registered with the Company through electronic means and physical copy of the Notice has been sent by the Company to members whose e-mail id's are not registered with the Company. The Notice has also been hosted on the website of the Company www.crescenthospital.com.
- 3) The members who have not yet registered their e-mail ids with the Company may contact on **cmcalathur@gmail.com** or **+91-8547003033 (WhatsApp)** for registering their e-mail id's on or before 10.09.2020. The Company shall send the Notice to such members whose e-mail id's get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
- 4) If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- 5) The Company shall be providing the facility of voting through E-mail which shall be sent to **cmcalathur@gmail.com**, the designated e-mail id for this purpose.
- 6) Voting rights of the members for e-voting system provide in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 20th September, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of e-voting system provide in the Meeting.
- 7) The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 - a) **The Meeting link, user id & password shall be shared to the registered E-mail id of the members or through SMS/WhatsApp.**
 - b) The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. 10.45 A.M and 15 minutes after the expiry of the said scheduled time i.e. till 11.15 A.M;
 - c) Participation of single member shall only be allowed at a time;
 - d) Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to **cmcalathur@gmail.com** at least seven days in advance of the meeting so that the answers may be made readily available at the meeting;
 - e) Members are requested to e-mail at **cmcalathur@gmail.com** or call at **+91-8547003033** in case of any technical assistance required at the time of assessing / voting at the Meeting through VC.
- 8) **Manner of Voting at the meeting:**
 - a) Where shareholders are not more than 49, voting will be done by show of hands unless poll is demanded.
 - b) Where shareholders are more than 49, voting will be done by poll by way of email.
 - c) During the meeting, after resolutions are being read, Chairman will request members to vote by sending assent/dissent on the resolutions to designated email id, i.e. **cmcalathur@gmail.com** through their registered email addresses.
 - d) Chairman will provide a specific time upto which votes shall be sent.
 - e) Post receipt of votes, after counting, Chairman will declare the result.

- 9) *In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.*
- 10) *In view of the MCA Circulars, no proxy shall be appointed by the members.*
- 11) *The register of members and share transfer books of the Company will remain closed from 21st September 2020 to 26th September 2020 [both days inclusive].*
- 12) *The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC which can be accessed at www.crescenthospital.com.*
- 13) *All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Meeting which can be accessed at www.crescenthospital.com.*
- 14) *The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2019-20 shall also be available on the Company's website www.crescenthospital.com.*
- 15) *The results of e-voting system provided in the Meeting shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard.*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Sri. A Usman was appointed as the Managing Director of the Company for a period of 5 years with effect from 01.08.2015 to 31.07.2020 after obtaining due approval of the members of the Company in their 22nd Annual General Meeting held on 22.08.201. Accordingly, the present term of Sri. A Usman comes to an end on 31.07.2020.

The Board in its meeting held on 27.07.2020, has approved the re-appointment of Sri. A Usman as the Managing Director of the Company for a further period of 5 years after his current tenure ends on 31.07.2020. The board has taken the decision of said re-appointment subject to the approval of the members of the company.

Sri. A Usman is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the Company. He satisfies all the condition as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence is eligible for appointment.

It is proposed to seek member's approval for the re-appointment of and remuneration payable to Sri. A Usman, as a Managing Director in terms of the applicable provisions of the said Act and Rules made thereunder.

Broad particulars of the terms of re-appointment of and remuneration payable to Sri. A Usman are as under:

- a) *Salary:*
Basic Salary: Rs. 6,24,000/- per annum
- b) *Perquisites and Allowances:*
The statutory contribution to retirement funds and encashment of leave, as per the rules of the company shall be in addition to the basic salary mentioned under above and as per the limits prescribed under the laws of the country.
- c) *Reimbursement of Expenses:*
The Managing Director shall be reimbursed at actuals for all the expenses incurred by him for travelling, boarding and lodging during business trips conducted on behalf of the Company. This reimbursement of expenses will not be included in the calculation of the remuneration or perquisites of the Managing Director.
- d) *Bonus or Employee Stock Options:*
The Managing Director shall be paid festival bonus and performance linked bonus in each financial year based on the performance parameters as may be determined by the Board of Directors. These bonuses shall not be considered as a part of perquisites under above
The Managing Director may be granted employee stock options from time to time, which shall not be considered as a part of perquisites under above.
- e) *Minimum Remuneration:*
In the event of loss or inadequacy of profits in any financial year during the currency of the term of the Managing Director, the Company will pay remuneration to the Managing Director within the maximum ceiling per annum as per Section II of Part II of schedule V of the Companies Act, 2013

including any statutory modification(s) or re-enactment(s) thereof for the time being in force as per the approval of the board of directors of the Company.

Sri. A Usman holds 4000 equity shares of the face value of Rs.100/- each is in the company, which amounts to 0.51% of the total number of equity shares of the Company.

Sri. A Usman is one of the founding member of the Company and has been associated with the company since its incorporation. He has contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as the Managing Director.

This explanatory statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Sri. A Usman as the Managing Director of the Company.

Save and except Sri. A Usman, and his relatives to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The board recommends ordinary resolution set out at item no. 4 for the approval of members.