

SUSHRUTA VISHRANTHI DHAMA LIMITED

Reg. Off.: Suvidha, Sy. No. 18/4, Thalaghattapura, U.M.Kaval, Uttarahalli Hobli,
Bangalore South Taluk, Bangalore – 560 109

CIN - U85310KA2004PLC035063

Tel: 080-26951212/1000; website: www.suvidha.co.in; Email: contact@suvidha.co.in

NOTICE

Notice is hereby given that the **Extra-ordinary General Meeting** of the Members of **Sushruta Vishranthi Dhama Ltd.** will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Sunday, the 18th day of February 2024 at **10.30 AM**. IST at Suvidha, No. 18/4, Thalaghattapura, U M Kaval, Uttarahalli Hobli, Bangalore South Taluk, Bangalore – 560106, the deemed venue of the meeting, for the transaction of the following business, through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:-

SPECIAL BUSINESS:

Item No. 1 Private Placement of Shares

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

"RESOLVED THAT pursuant to sections 42 & 62 and all other applicable provisions. If any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, and Articles of Association of the company, the consent of the company be and is hereby accorded to the Board of Directors of the company to offer, issue and allot up to 45000 equity shares of Rs.100/- each by way of Private Placement at a price of Rs.600 per share (including premium of Rs.500/- each) to such persons as identified by the board, including issuing such shares as partly paid-up shares initially and to make the such number of calls from time to time as may be mutually agreed between the board and the proposed investors and the Equity Shares to be issued and allotted shall rank pari pasu with the existing Equity Shares of the company in all respects".



**BY ORDER OF THE BOARD
For SUSHRUTA VISHRANTHI DHAMA LIMITED**



**VENUGOPALA V SHETTY
DIRECTOR.
DIN : 09273242**

Place : Bangalore
Date : 11.01.2024



NOTES:

- a) The Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013, with respect to Special Business as set out in the notices is annexed.
- b) The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named 'INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC' which is enclosed with the Notice of the EGM.
- c) The Company shall provide VC facility via ZOOM VIDEO COMMUNICATIONS ("Zoom") in order to make it convenient for the Members to attend the Meeting. Members are required to use the following link or details to join the meeting through VC facility of Zoom:

Topic: EXTRA-ORDINARY GENERAL MEETING - VIA ZOOM

Time: Feb 18, 2024 10.30 AM India

<https://us06web.zoom.us/j/89026301292?pwd=f398FH6vSz2wj2DUr8fQwFxhuKojBI.1>

Meeting ID: 890 2630 1292

Passcode: 002587

- d) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- e) 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 read with Rules issued thereunder will be made available for inspection by the members at the Meeting in electronic mode.

- f) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM. However, both the joint holders may attend the meeting and participate in the discussions.
- g) Members seeking any information with regard to any matter to be placed at EGM are requested to submit their questions in advance, on or before 8th February, 2024 through the Company Secretary's email address i.e. cs@suvidha.co.in. The same will be replied by the Company suitably.
- h) The members desiring to inspect the relevant documents referred to in the accompanying notice and other statutory registers will be made available for inspection by the members at the Meeting in electronic mode.
- i) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- j) Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- k) The meeting room shall be open 15 minutes prior to the scheduled time to avoid last minute technical glitches.
- l) In case of any technical assistance before or during the meeting the member or representative as the case may be may contact the following person:

Name of the person: Nagaraja V
Designation: Company Secretary
Telephone Number: 9945040488



In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, **only primary members** are provided with the facility to cast their vote on Special Business set forth in the Notice of the EGM **only through E-voting system** using the **RIGHT2VOTE** platform from a place other than the venue of the EGM.

The voting remains open from 9.00 AM on 14.02.2024 to 5.00 PM on 17.02.2024

Further, the voting window will remain open during the extraordinary general meeting for voting by the members who are attending the EGM.

- m) Any person, who is a Member of the Company as on 12.02.2024 (the cut-off date approved by the Board in its Meeting held on 11.01.2024) is eligible to cast vote on all the resolutions set forth in the Notice of EGM **only through E-voting system**. The instructions to cast their votes through E-voting system is attached with the notice.
- n) The company has appointed CS Jayarama Korikkar, practicing Company Secretary as the scrutinizer of the company.

The results of the voting shall be displayed on the Notice Board at the Registered office of the Company and the results along with the scrutinizer's report shall also be placed at website of the company immediately after the results are declared.



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

ITEM NO. 1

The shareholders in the EGM held on 12.02.2023 approved shifting of Health Centre (HC) to the Clubhouse basement with necessary modifications at the new location.

The Health Centre was shifted to the Clubhouse successfully during April 2023.

It is proposed to convert the building which housed Health Centre into 3 single units by making alterations to the building. This has to be allocated to the new shareholders who purchase qualifying shares and the new equity capital funds can be used to complete certain pending works such as club house structure for the benefit of the community.

In view of the above business expansion plan, it is proposed to offer the issuance of 45000 equity shares of Rs.100/- each, at a premium of Rs. 500/- per share in one or more tranches to the prospective investors under private placement offer. The issue of equity shares is in accordance with the provisions of the Articles of Association of the company.

The Board of Directors recommends the Special Resolution set out at Item No. 1 for your approval.

Disclosure as per Rule 14 of the Companies (Prospectus and Allotment) Rules, 2014.

Particulars of the offer including date of passing of Board resolution: *In the board meeting held on January 11, 2024, the board of directors recommended to offer of 45000 equity shares of Rs. 100 each at a premium of Rs. 500 to those persons as identified by the board.*

Kinds of securities offered and the price at which security is being offered: *Equity shares*

Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.

Based on the valuation report of the registered valuer, the Fair Market Value (FMV) of shares is Rs.600/- per share. Copy of the valuation report is available for inspection in the Registered Office during business hours on any day till the date of the voting.

Name and address of valuer who performed valuation:

Mr. Ramamoorthi Srinivasan, Chartered Accountant, (M No.028870), Registered valuer (**Regn. No. IBBI/RV/06/2018/10080**), No. E 902, Mantri Tranquil, Gubalala, Bengaluru – 560061.



Amount which the company intends to raise by way of such securities: Rs. 2,70,00,000/-
(Rupees two crore seventy lakhs only)

Disclosure as per Rule 13 (2) (d) of the Companies (Share Capital and Debenture) Rules, 2014.

- (i) the objects of the issue : To meet the business requirement of the company.
- (ii) the total number of shares or other securities to be issued: 45000 Equity shares of Rs.100/- each at a premium of Rs.500 each.
- (iii) the price or price band at/within which the allotment is proposed: Rs.600 (Rupees Six Hundred only) per share.
- (iv) basis on which the price has been arrived at along with report of the registered valuer : Based on the valuation report of the Registered valuer dated 29.12.2023
- (v) relevant date with reference to which the price has been arrived at: 30.11.2023
- (vi) the class or classes of persons to whom the allotment is proposed to be made: Individuals.
- (vii) intention of promoters, directors or key managerial personnel to subscribe to the offer: Promoters, directors or key managerial personnel do not intend to subscribe to the shares on offer.
- (viii) the proposed time within which the allotment shall be completed: Twelve months from the date of the Extra-ordinary General Meeting.
- (ix) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them : Not applicable.
- (x) the change in control, if any, in the company that would occur consequent to the preferential offer: Not applicable.
- (xi) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: None.
- (xii) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer : Not applicable.



(xiii) The pre issue and post issue shareholding pattern of the company:.

SI No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	105000	3.23	105000	3.18
	Bodies corporate	0		0	
	Sub-total	105000	3.23	105000	3.18
2	Foreign promoters				
	sub-total (A)	105000	3.23	105000	3.18
B	Non-promoters' holding				
1	Institutional investors	0		0	
2	Non-institution	0		0	
	Private corporate bodies	0		0	
	Directors and relatives	195000	5.99	195000	5.91
	Indian public	2750385	84.50	2795385	84.71
	others (including NRIs)	204615	6.29	204615	6.20
	Sub-total (B)	3150000	96.77	3195000	96.82
	GRAND TOTAL	3255000	100.00	3300000	100.00

