

SUSHRUTA VISHRANTHI DHAMA LIMITED

Address: Suvidha, Sy No. 18/4, Thalaghattapura, Uttarahalli Manavarthe Kaval, Uttarahallihobli,
Bangalore South Taluk, Bangalore- 560109

01.06.2024

NOTICE OF THE FIRST EXTRA-ORDINARY GENERAL MEETING FOR 2024-25

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Notice is hereby given that the **Extra-ordinary General Meeting** of the Members of **Sushruta Vishranthi Dhama Limited.** will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Sunday, the 23rd day of June 2024 at **10.30 AM.** IST at 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 1: Approve issue of 30,000 Equity shares to Mrs. S Shantha

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 30000 equity shares of Rs.100/- each by way of Private Placement at a price of Rs.633.50 per share (including premium of Rs.533.50 /- each) to **Smt. S. S Shantha D/o Nelamangala Arkeshwara Shetty**, who is identified by the board as the proposed investor and the Equity Shares to be issued and allotted shall rank pari pasu with the existing Equity Shares of the company in all respects".

"RESOLVED THAT pursuant to the provisions of section 39, 42 and other application provisions of the Companies Act, 2013, including any statutory modification and re-enactment thereof for the time being in force, and subject to such approvals and permission as necessary, consent of the members be and is hereby provided to allot 30000 equity shares of Rs.100/- each fully paid up of face

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value with premium Rs.533.50 on private placement basis to the below applicant and in accordance with Shareholder Agreement”

Sl. No.	Name of person to whom shares allotted	Type of cottage on allotment subject to SH Agreement	Number of Shares allotted	Face value (premium)per share	Value of each Share allotted	Total value of Shares allotted
1	Smt. S Shantha D/o Nelamangala Arkeshwara Shetty	Number of Units: Two	30000	100 (533.50)	633.50	Rs. 190,05,000/

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Item No:2 To Ratify appointment of Mr. M N Kannan as the Whole Time Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the (i) provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act"), rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee ("NRC") and approval of the Board of Directors of the Company, the appointment of Mr. M N Kannan(DIN: 10323291), as a Whole Time Director of the Company with effect from 01.04.2024, for a period of 5 years or till completion of 70 years of age whichever is earlier, be and is hereby ratified by the members of the Company”

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Act, rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. M N Kannan (DIN: 10323291) designated as a Key Managerial Personnel, upon the terms and conditions as agreed with Nil remuneration by the Company.

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Item No:3 To Ratify appointment of Mrs. Usha Kurpad (DIN 10569580) as a Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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"RESOLVED THAT pursuant to the provisions of Sections 152, 160 & 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Usha Kurpad (DIN 10569580) who was appointed as an Additional Director of the Company on 31.03.2024 by the Board of Directors and who holds office as such up to the next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect, who is liable to retire by rotation".

"FURTHER RESOLVED THAT Director and the Company Secretary of the Company, be and is hereby severally authorized to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No:4 To Ratify appointment of Mrs. Geetha Sudarshan (DIN :10570036) as a director.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 & 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Geetha Sudarshan (DIN 10570036) who was appointed as an Additional Director of the Company on 31.03.2024 by the Board of Directors and who holds office as such up to the next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect, who is liable to retire by rotation".

"RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary,

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proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No:5 To Ratify appointment of Mr. N Sreeramaiah (DIN: 07174481) as a Director

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To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 & 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. N Sreeramaiah (DIN: 07174481) who was appointed as an Additional Director of the Company on 31.05.2024 by the Board of Directors and who holds office as such up to the next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with immediate effect, who is liable to retire by rotation".

"FURTHER RESOLVED THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Item No:6 To designate Mr. N Sreeramaiah (DIN: 07174481) as an Independent Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. N Sreeramaiah who has been recommended by a Shareholder and who has submitted a declaration that he meets the criteria of independent Director under Section 149(6) of the Act, and who is already an director on the Board be and is hereby appointed as an Independent Director of the Company with immediate effect as per the agreed terms for a period of 5 years"


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"RESOLVED FURTHER THAT Directors and Company Secretary of the Company, be and is hereby severally authorized to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

Nilima Kadambi


**Nilima Kadambi
DIRECTOR.
DIN: 01553825**

Place : Bangalore
Date : 1st June, 2024

NOTES:

- 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.
- 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.
- 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: June 23rd, 2024, 10.30 AM India

[https://us06web.zoom.us/j/84820615645?pwd=cbcqK77I2ngj3SszByiQoWcCu](https://us06web.zoom.us/j/84820615645?pwd=cbcqK77I2ngj3SszByiQoWcCuRCCf0.1)

RCCf0.1 Meeting ID: 848 2061 5645 Passcode: 340057

- 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.
- Register of Directors and Key Managerial Personnel and their shareholding maintained

CIN: U85310KA2004PLC035063

Website: www.suvidha.co.in

Ph: 91-80-26951000/212

E-mail: contact@suvidha.co.in

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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 15th June, 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 at the Registered Office
- 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) For any Technical Assistance or issues faced during e-Voting or for participation in the EGM please contact CS Ms. Lakshmi Rathnam on cs@suvidha.co.in or you may call EM Mr Chethan Kumar on +91 9148578597 "NOTICE IN CONNECTION WITH DMAT OF SHARES
- m) The company's ISIN IS **INE05AF01017**. All the members are advised to dematerialise the shares as the company has stopped transferring the shares in physical form.
- n) Members are requested to notify any change of their address to the Company's Registrars and share transfer agent.
- o) 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 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.
- p) **The voting remains open from Wednesday 19.06.2024 at 9.00 AM IST to Saturday 22.06.2024 at 5.00 PM IST**
Further, the voting window will remain open during the Extraordinary General Meeting for voting by the members who are attending the EGM and who have not cast their votes earlier.
- q) Any person, who is a Member of the Company as on **16.06.2024** 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.
- r) The company has appointed Mr. Jayarama Korikkar, Practicing Company Secretary as the scrutinizer of the company for the Extra Ordinary Meeting.

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- s) 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.
- t) The members attending the meeting who have not already cast their vote by remote e-voting will be able to exercise their right at the meeting. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

ITEM NO. 1

It is proposed to offer 30000 equity shares of Rs.100/- each, at Rs. 633.50/- per share to Mrs. S Shantha D/o Nelamangala Arkeshwara Shetty, a prospective investor 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 obtained advice from Mr. Jayarama Korikkar, PCS vide resolution 1 dated 31.03.2024 and steps were taken to make private placement according to his advice.

The Board of Directors recommends the Special Resolution 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 23rd May 2024, the board of directors recommended to offer of 30000 equity shares of Rs. 100 each at a premium of Rs. 533.50 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 dated 29.12.2023 of the registered valuer, the Fair Market Value (FMV) of shares is Rs.598/- 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. 1,90,05,000/- (Rupees One Crore Ninety Lakh Five thousand only)

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Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:

The Company intends to offer 30,000 equity shares, each valued at Rs. 100, at a price of Rs. 633.50 per share to Mrs. S Shantha D/o Nelamangala Arkeshwara Shetty through private placement. This initiative is part of the Company's strategy to raise capital to meet its expansionary requirements. Notably, neither the promoters nor the directors are participating in this offering, ensuring impartiality and adherence to corporate governance standards. The proposed special resolution, as per the provisions outlined in the Companies Act 2013, is set to be valid for one year. It is essential to emphasize that no assets have been pledged or charged as security for this fundraising endeavour, underscoring the Company's commitment to transparency and compliance with regulatory mandates. This meticulous approach aims to furnish potential investors and stakeholders with precise and comprehensive information, thereby fostering trust and confidence in the Company's financial dealings.

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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: 30000 Equity shares of Rs.100/- each at a premium of Rs.533.50 each.
- (iii) price at which the allotment is proposed: Rs.633.50 (Rupees Six Hundred and thirty three and fifty paise 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 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 held: Mrs. S Shantha D/o Nelamangala Arkeshwara Shetty will hold 3.20%
- (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**

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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	3.20
	Bodies corporate	0		0	
	Sub-total	105000	3.23	105000	3.20
2	Foreign promoters				
	sub-total (A)	105000	3.23	105000	3.20
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	5.94
	Indian public	2750385	84.50	2780385	84.64
	others (including NRIs)	204615	6.29	204615	6.23
	Sub-total (B)	3150000	96.77	3180000	96.80
	GRAND TOTAL	3255000	100.00	3285000	100.00

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None of the Directors, Key Managerial Personnel (KMP), or their relatives have any concern or interest, whether financial or otherwise, in this subject matter.

ITEM NO. 2

Mr. M.N Kannan was appointed as a Whole Time Director in the meeting held on 31.03.2024. His appointment was subject to approval by the members at the Extra-ordinary General Meeting.

ITEM NO. 3

Mrs. Usha Kurpad was appointed as an additional Director in the meeting held on 31.03.2024. Her appointment was subject to approval by the members at the Extra-ordinary General Meeting.

ITEM NO. 4

Mrs. Geetha Sudarshan was appointed as an Additional Director in the meeting held on 31.03.2024. Her appointment was subject to approval by the members at the Extra-ordinary General Meeting.

ITEM NO. 5

Mr. N Sreeramaiah was appointed as an Additional Director in the meeting held on 31.05.2024. His appointment was subject to approval by the members at the Extra-ordinary General Meeting.

SUSHRUTA VISHRANTHI DHAMA LIMITED

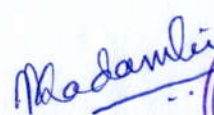
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ITEM NO. 6

Mr. N Sreeramaiah's candidature for Independent Director has been recommended by a Shareholder, Mr. C B Prabhakar. The position of Independent Director is filled by vote of members. Mr. N Sreeramaiah's profile is annexed to this notice. This position of Independent Director is with Nil Sitting fee.

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


Nilima Kadambi
DIRECTOR.
DIN: 01553825



Place : Bangalore
Date : 1st June, 2024