

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 OF EXTRA-ORDINARY GENERAL MEETING 01/2022-23

NOTICE is hereby given that an Extra-ordinary General Meeting of Sushruta Vishranthi Dhama Limited will be held on Sunday the 12th day of February 2023 at 11 A.M. at the Registered Office of the Company at Suvidha, SY. No. 18/4, Thalaghattapura, U. M. Kaval, Uttarahalli Hobli, Bangalore South Taluk, Bangalore -560109 Karnataka, to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1 – TO SEEK APPROVAL FOR SHIFTING THE HEALTH CENTRE (HC) TO THE CLUBHOUSE BASEMENT WITH NECESSARY MODIFICATIONS AT THE NEW LOCATION:

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

“**RESOLVED THAT** consent of the members be and is hereby given for shifting the Health Centre to the Clubhouse **by constructing new exterior stair, and exterior entrance at the west facade and a new passageway adjacent to the Games Room** with the budget of approximately **INR 5 lakhs** (Excluding the taxes)”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**BY ORDER OF THE BOARD
FOR SUSHRUTHA VISHRANTHI DHAMA LTD.**

Sd/-

Mr. Venugopal V Shetty

Managing Director

DIN: 09273242

Date: 21/01/2023

No.119, Suvidha,

Sy. No. 18/4, UM Kaval,

Near Vajramuneshwara Temple, Thalaghattapura Post,

Bangalore – 560109.

NOTES:

- a) The Ministry of Corporate Affairs (“MCA”) in continuation to the General Circular No. 14/2020 dated 08.04.2020 and General Circular No. 03/2022 dated 05.05.2022 and after due examination, it has been decided to allow companies to conduct their EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars up to 30th September, 2023. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM. Further, for the purpose of technical compliance of the provisions of section 100(1) of the Companies Act, 2013 we are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company.
- b) The notice for EGM shall be given only through emails registered with the Company. Members may note that the Notice will also be available on the Company’s website at www.suvidha.co.in.
- c) 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 and shall also be attached separately on the e-mail, with the Notice of the EGM.
- d) 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:

Zoom Meeting Link:

Topic: Suvidha 1st EGM 2022-23

Time: Feb 12, 2023 11:00 AM India

Join Zoom Meeting

<https://us06web.zoom.us/j/83415038536?pwd=Y0FQS09DYVpyN05DMkhRelRrbHBuQT09>

Meeting ID: 834 1503 8536

Passcode: 359151

- e) 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. 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.
- 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 attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h) Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- i) The meeting room shall be open 15 minutes prior to the scheduled time to avoid last minute technical glitches.
- j) 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: Sandesh Kumar P

Designation: Company Secretary

Telephone Number: 8105951571

- k) In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Members are provided with the facility to cast their votes on resolutions set forth in the Notice of the EGM using E-mail voting system from a place other than the venue of the EGM.
- l) Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote on all the resolutions set forth in the Notice of EGM.

- m) The company has appointed CS Thirupal Gorige, practicing Company Secretary as the scrutinizer of the company.
- n) 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

Background & context:

The Company has proposed to shift the existing Health Centre from its current location to Clubhouse basement **by constructing new exterior stair, and exterior entrance at the west façade and a new passageway adjacent to the Games Room** with the budget of approximately **INR 5 lakhs** (Excluding the taxes)". The design drawings for the same is annexed as **ANNEXURE 1** to the notice for better understanding. **The existing clubhouse entrance and ramp leading to the basement will be used for wheelchair and stretcher access to the proposed Health Centre.**

The purpose of shifting the Health Centre to the Clubhouse is to facilitate modification of the existing HC structure into Cottages.

Rationale for seeking shareholders' approval

Even though the above-mentioned resolution is well within the power of the board of directors to approve, considering the nature of the transaction as Operations and Maintenance, the reason for seeking the approval from the shareholders is that this agenda was clubbed with other Revenue Generation items in the last Annual General Meeting and it fell short of getting passed by a small margin of less than 5% as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) and their relatives are concerned or interested in the aforesaid resolution.

**BY ORDER OF THE BOARD
FOR SUSHRUTHA VISHRANTHI DHAMA LTD.**

Sd/-

Mr. Venugopal V Shetty

Managing Director

DIN: 09273242

Date: 21/01/2023

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