



NOTICE

NOTICE is hereby given that the **18th Annual General Meeting** of Asarfi Hospital Limited will be held on **Friday**, September 15th, 2023, at **12.00 Noon** at the registered office of the company i.e., 5th FLOOR, ASARFI HOSPITAL, BARAMURI, BISHUNPUR POLYTECHNIC, DHANBAD 828130

To transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1:

ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31.03.2023 together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2

To appoint a director in place of Mrs. Madhuri Singh (DIN: 06562038), who retires by rotation and being eligible, offers herself for re-appointment.

ITEM NO. 3:

APPOINTMENT OF M/S. R. K. THAKKAR & CO., CHARTERED ACCOUNTANTS (FRN – 002690C) AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY IN PLACE OF M/S. D. N. DOKANIA & ASSOCIATES CHARTERED ACCOUNTANTS (FRN -050042C).

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 sections 139(2), 140, 141, 142 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s. R.K. Thakkar & CO. Chartered Accountants (Firm Regn. No.: 002690C), be and is hereby appointed as the Statutory Auditor of the company, to hold office from the conclusion of this meeting until the conclusion of next AGM of the members of the company, and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit



Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Board of Directors and the Statutory Auditor.”

SPECIAL BUSINESS:

ITEM NO. 4:

REGULARISATION OF ADDITIONAL DIRECTOR, MR. GOPAL SINGH BY APPOINTING HIM AS DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT**, pursuant to 160 & 161 of the Companies Act ,2013 and any other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 Mr. GOPAL SINGH (DIN-1608342) was appointed as an Additional Director with effect from 10.08.2023 on the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting, for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors/Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

ITEM NO. 5

TO INCREASE THE REMUNERATION OF MANAGING DIRECTOR MR. UDAI PRATAP SINGH

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution as per the Companies Act, 2013.

“**RESOLVED THAT** Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, the remuneration of Mr. Udai Pratap Singh, Managing Director of the



Company be and is hereby revised subject to the terms and conditions mentioned below:”

Salary & Perquisites:

1. Basic Salary: Rs. 2,00,000/- per month w.e.f. October 01, 2023.
2. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
5. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions: The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013. No sitting fees will be paid to the Managing Director for attending a meeting of the Board of Directors or any committee thereof. Total Remuneration of Mr. Udai Pratap Singh in any financial year shall not exceed 5% of the net profit of the Company during that year. The appointment may be terminated by either party by giving one months’ notice of such termination or salary in lieu thereof or by mutual consent.

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

ITEM NO.6

TO INCREASE THE REMUNERATION OF CFO MR. HARENDRA SINGH

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution as per the Companies Act, 2013.

“**RESOLVED THAT** the consent of the shareholders of the Company be and is hereby accorded as per the applicable provisions of Companies Act, 2013 and



Rules and Regulations made thereunder to revise remuneration of Mr. Harendra Singh (CFO) of the Company as per the recommendations of the Nomination and Remuneration Committee and proposed by the Board.”

On the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1. Basic Salary: Rs. 3,50,000/- per month w.e.f. October 01, 2023.
2. Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
5. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions: The terms and conditions of appointment of CFO may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013. No sitting fees will be paid to the CFO for attending a meeting of the Board of Directors or any committee thereof. The appointment may be terminated by either party by giving one months' notice of such termination or salary in lieu thereof or by mutual consent.

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

By the Order of the Board of Directors

Sd/-

Place: Dhanbad
Date: 19.08.2023

(Seepika Gupta)
Company Secretary & Compliance Officer



Registered Office:

4TH FLOOR, ASARFI HOSPITAL, BARAMURI,
BISHUNPURI POLYTECHNIC, DHANBAD 828130
CIN: U85110JH2005PLC011673
E-MAIL: cs@asarfihospital.com
WEBSITE: www.asarfi.in
PHONE: +91 96088 33708

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) shall be entitled to appoint another person as proxy to attend and vote at the meeting on his behalf. A proxy shall not have the right to speak at the aforesaid Meeting and shall not be entitled to vote except on a poll. A proxy need not be a member of the company. Proxies, in order to be effective, must be received by the company not later than 48 hours before the commencement of the aforesaid Meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of not more than fifty members and hold in the aggregate, not more than 10% 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 and such person shall not be entitled to act as proxy for any other person or member.
2. Corporate Members are requested to send to the Company/ Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 09.09.2023 to 15.09. 2023 (both days inclusive).
4. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
5. Members holding shares in Dematerialized form are requested to furnish their Client ID and DP ID nos. for easy identification at the Meeting.



6. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
7. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company from 09.09.2023 to 15.09.2023 on all days except Saturdays, Sundays, and public holidays and at the Annual General Meeting.
8. Shareholders holding their shares in Dematerialized form may lodge their requests for a change of address, if any, with their respective Depository Participants.
9. In all correspondence with the Company/Registrar & Share Transfer Agents, members are requested to quote their DP ID and Client ID Number.
10. Members may note that the Notice of the AGM and the Annual Report for 2022– 23 will be available on the Company's website asarfi.in. Members that require communication in physical form in addition to e-communication, may write to the Company / Registrar & Transfer Agent at investor@cameoindia.com
11. Members are to inform of their current email ID to the Company in compliance of Green Initiative as per Ministry of Corporate Affairs circular on this subject.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Agreement and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing the members with the facility to cast their vote electronically from a location other than the venue of the Annual General Meeting ("Remote e-voting"). The Company has engaged in National Securities Depository Limited ("NSDL") to provide to the Members the e-voting platform and services for casting their vote through remote E-voting on all resolutions set forth in this Notice. The facility for voting through ballot paper shall be made available at the AGM & the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast



their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

13. Members are required to bring their admission slips of the AGM. Duplicate admission slips or copies of the Report and Accounts will not be made available at the AGM venue.
14. Electronic copy of the Annual Report for F.Y. 2022 – 23 & Notice of the 18th AGM along with the Attendance Slip and Proxy form is being sent to all the members whose email address are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members are entitled to receive the said Annual Report & Notice in physical form upon sending a request in writing to the Company's registered office and / or sending an email to info@asarfihospital.com. Members whose email addresses are not registered, a physical copy of the said Annual Report and Notice is being dispatched in the permitted mode.
15. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**
- Step 1 :** *Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in DEMAT mode.*
- Step 2 :** *Access through CDSL e-Voting system in case of non-individual shareholders holding shares in DEMAT mode.*
- The voting period begins on 12.09.2023 at 10.00 A.M. and ends on 14.09.2023 at 05.00 P.M. During this period shareholders' of the Company, as on the cut-off date (record date) of 09.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated December 14, 2021 (General Circular No. 21/2021) read with circulars dated January 13, 2021, May 5, 2020 April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing



Regulations”) and MCA Circulars, the AGM of the Company is being held through physical mode.

- iv. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- v. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the DEMAT account holders, by way of a single login credential, through their DEMAT accounts/ websites of Depositories/ Depository Participants**. DEMAT account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in DEMAT mode.

- vi. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their DEMAT accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in DEMAT mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services



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securities in DEMAT mode with NSDL.

website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at

<https://eservices.nsd.com/SecureWeb/Id easDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit DEMAT account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.



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	<p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in DEMAT mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsI website www.cdslindia.com and click on login icon & New System Myeasi Tab.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at cdsI website www.cdslindia.com and



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	<p>click on login & New System Myeasi Tab and then click on registration option</p> <p>4. Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DEMAT Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in DEMAT mode) login through their depository participants	<p>You can also login using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on <u>company name</u> or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in DEMAT mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in DEMAT mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in DEMAT mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

Step 2 : Access through CDSL e-Voting system in case of non-individual shareholders holding shares in DEMAT mode.

vii. Login method for Remote e-Voting for **shareholders other than individual holding in DEMAT form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Individual shareholders holding shares in DEMAT.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department. <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the



	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your DEMAT account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Shareholders holding shares in DEMAT form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a DEMAT account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@asarfihospital.com, if they have voted from individual



tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For DEMAT shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual DEMAT shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

16. Any person who acquires shares and became Member after dispatch of Notice of AGM and holds shares as of the cut-off date of 09.09.2023 may obtain the sequence a request to the Company's RTA at investor@cameoindia.com
17. The Board of Directors has appointed CS SOURAV MALL (Membership No. A67274) representing ASARFI HOSOTAL LIMITED as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner.
18. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. In the case of joint holders, only one of the joint holders may cast his vote.
19. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting



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through poll. The members who have already cast their vote by remote e-voting prior to the meeting shall not be entitled to cast their vote again.

20. The results on the resolution will be declared not later than three (3) days from the conclusion of the AGM i.e., 18.09.2023. The declared results along with the Scrutinizer's Report shall be placed on the Company's website info@asarfihospital.com and on the website of NDSL at evoting@nsdl.co.in and will also be forwarded to the Stock Exchanges i.e. BSE SME subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

<u>ASARFI HOSPITAL LIMITED</u>		
Registered Office	:	4 th FLOOR, ASARFI HOSPITAL, BARAMURI, B. POLYTECHNIC, DHANBAD 828130
CIN	:	U85110JH2005PLC011673
E-Mail	:	cs@asarfihospital.com
Website	:	www.asarfi.in
Contact No.	:	96088 33708

By the Order of the Board of Directors

Sd/-

Place: Dhanbad

(Seepika Gupta)

Date: 19.08.2023

Company Secretary & Compliance Officer

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Appointment of M/s. R. K. Thakkar & Co. Chartered Accountants (FRN – 002690C) as Auditors to fill the casual vacancy created due to the retire by rotation of M/s. D. N. Dokania & Associates Chartered Accountants (FRN – 050042C) as per section 139(2) of the Companies Act.

M/s. D.N. Dokania & Associates, Chartered Accountants, the existing Statutory Auditors of the company were re -appointed for their second term



as Auditors of the company by the members to hold office from F.Y. 2019-2020 to 2023-2024.

At the Meeting held on 10.08.2023, the Audit Committee recommended the appointment of M/s. R. K. Thakkar & Co., Chartered Accountants as Statutory Auditors of the company, in place of M/s. D. N. Dokania & Associates, Chartered Accountants who retries by rotation , to hold office from the conclusion of this Annual General Meeting until the conclusion of next AGM on remuneration to be fixed by the Board of Directors as recommended by the nomination and remuneration committee, subject to the approval of the members.

The resolution under this item seeks the approval of the members by an ordinary resolution for the said appointment of the new auditors.

None of the Directors or Key Managerial Personnel of the company or their respective relatives are concerned or interested in the foregoing resolution.

Your directors recommend the ordinary resolution set forth in Item No. 2 for your approval.

Brief Profile of R. K. Thakkar & Co.-

1.	Name of the firm	:	M/S R. K. THAKKAR & CO.
2.	a) Address of the Head Office	:	Below Central Bank of India, Bank More, Dhanbad – 826 001 (Jharkhand)
	b) Address of the Branch Office	:	C/o Sri Krishna Kumar Ritolia, Gujrat Colony, Chas (Bokaro) - 827013 (Jharkhand)
3.	Telephone No.	:	--
4.	Mobile No.	:	6203797936
5.	E-Mail ID	:	rkthakkarco@gmail.com
6.	Constitution of the firm	:	Partnership
7.	Date of Establishment	:	16.05.1979
8.	Registration No. of firm with ICAI	:	002690C



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9.	Registration no. with CAG	:	ER1163
10.	PAN No. of the Firm	:	AAUFR1180Q
11.	GSTIN No. of the Firm	:	20AAUFR1180Q1ZP
12.	RBI Unique Code No.	:	050200
13.	Category of the Firm	:	III
14.	No. of full-time Qualified Partners	:	02
	Staff Strength:		
	a) No. of Chartered Accountants	:	00
	b) Other Paid assistants	:	10

Particulars of Full Time Partners:

Sl. No.	Name	Qualification	Membership No.	Date of Enrolment With ICAI	Date of Certificate of practice	Date of joining this firm
1	Himanshu Kr. Dokania	B. Com (H) FCA Diploma in International Financial Reporting (IFR) ACCA UK Certified Concurrent Auditor (ICAI)	415931	23.01.2012	23.01.2012	15.04.2016
2	Brindavan Giri	B. Com (H) ACA	306501	24.09.2013	06.10.2017	01.04.2019

Item No.3

Mr. Gopal Singh was appointed as an Additional Director of the Company with effect from 10.08.2023 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above



director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Gopal Singh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view on the recommendation of the Nomination and Remuneration Committee that the appointment of Mr. Gopal Singh as Executive Director is desirable and would be beneficial to the Company with a remuneration of Rs. 70000 per month and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relative except Mr. Gopal Singh himself, is in any way concerned or interested in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Accordingly, the directors recommend the resolution for member's approval as an **Ordinary Resolution**.

Brief Profile of Gopal Singh:

Mr. Gopal Singh is an experienced individual with a strong background in civil construction and procurement management. Known for his effective communication skills, he facilitates seamless collaboration between cross-functional teams. Mr. Gopal Singh's dedication to excellence and meticulous attention to detail make him a valuable asset in the field of civil construction and procurement.

Shareholding in the Company - 3.26% (No. of Shares - 472620).

ITEM NO .4

The Nomination & Remuneration Committee and the Board of Directors at their Meeting had recommended to the shareholders of the Company, the following revision in the managerial remuneration payable to Mr. Udai Pratap Singh - Managing Director of the Company.

Rs. 2 lakhs on a monthly basis and other benefits and perquisites as per the employee handbook of the Company.



On the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1. Basic Salary: Rs. 2,00,000/- per month w.e.f. October 01, 2023.
2. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
2. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of the above at residence for official purposes shall not be treated as perquisites.
3. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions: The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013. No sitting fees will be paid to the Managing Director for attending a meeting of the Board of Directors or any committee thereof. Total Remuneration of Mr. Udai Pratap Singh in any financial year shall not exceed 5% of the net profit of the Company during that year. The appointment may be terminated by either party by giving one months' notice of such termination or salary in lieu thereof or by mutual consent.

Further, the Remuneration Committee at its Meeting had considered and recommended the following matters to the Board of Directors of the Company for their consideration and approval:

- (a) increment on the managerial remuneration of MD from Rs. 75,000/- per month to Rs. 2,00,000/- per month and other benefits and perquisites as per the employee handbook of the Company pursuant to the applicable provisions of section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto and Rules and all the other applicable provisions made there under effective from 1st October 2023 subject to the approval of the shareholders.



(b) increase in managerial remuneration by Rs. 1,25,000/- per month of MD pursuant to the provisions of section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto and Rules and all the other applicable provisions made there under.

Brief profile of Mr. Udai Pratap Singh (Managing Director) :

Mr. Udai Pratap Singh started his career in 2017. He graduated from PES Institute of Technology and pursued his master's degree from University of Cincinnati, USA. He has completed several courses which offered him to tap into and strengthen his inherent entrepreneurial instincts and leadership qualities.

Mr. Singh strongly believes in ethical practices in healthcare and quality of service. He believes private hospitals can make "profits" without "profiteering." He is a process and system driven person and believes strongly in "quality" and "efficiency" in healthcare. Good medical outcomes, patient safety, infection control, etc., are something close to his heart over and above creating great working environments for doctors and all other staff, through a transparent system of management.

Udai is a strong believer of teamwork; he works in collaboration with others towards mutual success of the team's objectives. He has a management style based on strong interpersonal and human relations skills and has the ability to build a motivated team with a strong customer focus.

Udai Pratap Singh, managing director of ASARFI HOSPITAL LIMITED, is registered with the Ministry of Corporate Affairs (MCA), bearing DIN 08453794. Mr. Udai Pratap Singh is currently associated with two Companies and is also a director of Asarfi Cancer Institute Private Limited.

ITEM NO. 5

The Nomination & Remuneration Committee and the Board of Directors of the company had recommended to the shareholders of the Company the following revision in the managerial remuneration payable to Mr. Harendra Singh (CFO) of the Company.



Rs. 3.5 lakhs on a monthly basis and other benefits and perquisites as per the employee handbook of the Company.

On the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1. Basic Salary: Rs. 3,50,000/- per month w.e.f. October 01, 2023.
2. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4. Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
5. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions: The terms and conditions of appointment of CFO may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013. No sitting fees will be paid to the CFO for attending a meeting of the Board of Directors or any committee thereof. The appointment may be terminated by either party by giving one months' notice of such termination or salary in lieu thereof or by mutual consent.

Further, the Nomination & Remuneration Committee at its Meeting had considered and recommended the following matters to the Board of Directors of the Company for their consideration and approval:

- (a) increment on the remuneration of CFO from Rs. 2,25,000/- per month to Rs. 3,50,000/- per month and other benefits and perquisites as per the employee handbook of the Company pursuant to the applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V thereto and Rules and all the other applicable provisions made there under effective from 1st October 2023 subject to the approval of the shareholders.



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(b) increase in managerial remuneration by Rs. 1,25,000/- per month of CFO pursuant to the applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V thereto and Rules and all the other applicable provisions made there under.

Brief Profile of Mr. Harendra Singh:

Mr. Harendra Singh is the Chief Financial Officer of Asarfi Hospital, a leading, integrated healthcare delivery provider in Dhanbad, Jharkhand. When Mr. Harendra Singh became CFO in 2007, he had a vision to create a chain of hospitals which was a new overarching growth strategy inspired by the Company's Purpose—Health for All.

Mr. Harendra Singh graduated from AN College, Patna with a Bachelor of Science degree in Electronics. He subsequently completed his MBA from LBSIM, New Delhi in 1999.

By the Order of the Board of Directors

Sd/-

**Place: Dhanbad
Date: 19.08.2023**

**(Seepika Gupta)
Company Secretary & Compliance Officer**

Registered Office:

4th FLOOR, ASARFI HOSPITAL, BARAMURI,
BISHUNPURI POLYTECHNIC, DHANBAD 828130

CIN: U85110JH2005PLC011673

E-MAIL: cs@asarfihospital.com

WEBSITE: www.asarfi.in

PHONE: +91 96088 33708



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ATTENDANCE SLIP

ASARFI HOSPITAL LIMITED

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18TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP ID * : Client ID*
Regd. Folio No. : No. of Shares

*Applicable for shares held in electronic form

Name(s) and Address of the Shareholder / Proxy in full: _____

I/We hereby record my/our presence at the 18th Annual General Meeting of the Company being held on Friday 15.09.2023 at 12.00 P.M. at 5th Floor, Asarfi Hospital, Baramuri, B. Polytechnic, Dhanbad 828130.

Please (v) in the box

MEMBER PROXY

Signature of Shareholder / Proxy



PROXY FORM

ASARFI HOSPITAL LIMITED

CIN: U85110JH2005PLC011673

BARAMURI, BISHUNPURI POLYTECHNIC, DHANBAD 828130

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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]

Name of the Company	:	ASARFI HOSPITAL LIMITED
CIN	:	U85110JH2005PLC011673
Registered Office	:	4TH FLOOR, ASARFI HOSPITAL, BARAMURI, B. POLYTECHNIC DHANBAD- 828130

NAME OF THE MEMBER(S) :

REGISTERED ADDRESS :

E-MAIL ID :

FOLIO NO/ CLIENT ID :

DP ID :

I/ We being the member ofholding shares of Asarfi Hospital Limited, hereby appoint:



1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	

or failing him/her

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 18th Annual General Meeting of Members of the Company, to be held on Friday, 19.09.2023 at 12.00 P.M. at and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional	
		For	Against
ORDINARY BUSINESS/SPECIAL BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mrs. Madhuri Singh (DIN: <u>06562038</u>), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Approval for appointment of M/s. R. K. Thakkar & Co, Chartered Accountants (Firm		



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	Reg. No.-002690C) as the Statutory Auditors of the Company to fill casual vacancy.		
4.	Approval for regularization of Additional Director Mr. Gopal Singh (DIN-01608342) as Director of the company.		
5.	Approval for increase in remuneration of M.D. Mr. Udai Pratap Singh from 75000/- per month to 250000/-per month.		
6.	Approval for increase in remuneration of CFO Mr. Harendra Singh from 225000/- per month to 300000/-per month.		

Signed this day of 2023

Signature of Shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, either in person or through post, not less than 48 hours before the commencement of the AGM.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory/signatories.



BALLOT PAPER

ASARFI HOSPITAL LIMITED

CIN: U85110JH2005PLC011673

BARAMURI, BISHUNPURI POLYTECHNIC, DHANBAD 828130

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FORM NO. MGT - 12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	:	ASARFI HOSPITAL LIMITED
CIN	:	U85110JH2005PLC011673
Registered Office	:	4TH FLOOR, ASARFI HOSPITAL, BARAMURI, B. POLYTECHNIC DHANBAD- 828130

BALLOT PAPER

Sl. No	Particulars	Details
1.	Name of the first named Shareholder (IN BLOCK)	
2.	Postal Address	
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in DEMATerialized form)	
4.	Class of Share	Equity Shares
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:		



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Resolution Number	Description	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mrs. Madhuri Singh (DIN: <u>06562038</u>), who retires by rotation and being eligible, offers herself for re-appointment.			
3.	Approval for appointment of M/s. R. K. Thakkar & Co, Chartered Accountants (Firm Reg. No.-002690C) as the Statutory Auditors of the Company to fill casual vacancy.			
4.	Approval for regularization of Additional Director Mr. Gopal Singh (DIN-01608342) as Director of the company.			
5.	Approval for increase in remuneration of M.D. Mr. Udai Pratap Singh from 75000/- per month to 250000/-per month.			
6.	Approval for increase in remuneration of CFO Mr. Harendra Singh from 225000/- per month to 300000/-per month.			

Place:

Date:

Signature of the Shareholder*

(*as per Company records)