

NOTICE

Notice is hereby given that the 31st Annual General Meeting (AGM) of the members of Sharma East India Hospitals & Medical Research Limited will be held Through video conferencing/other Audio Visual Method as per the schedule below:

Date : 31st December, 2020
Day : Thursday
Time : 3.00 P.M.

To transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Karan Sharma (DIN: 01484050) who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass a resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Section 149 and 152 of the Companies Act, 2013, Karan Sharma (DIN: 01484050), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation".

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including statutory modifications or enactments thereof from time to time, consent of the shareholders be and is hereby accorded to the re-appointment of Dr. Shailendra Kumar Sharma (DIN:00432070) as Managing Director of the Company for a period of 5 years w.e.f. 09th December, 2020 at a Remuneration set out in the Agreement."

4. Re-appointment of Mr. Madhur Krishna Khaitan (DIN: 00820760) as an Independent Director of the Company

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Madhur Krishna Khaitan (DIN: 00820760), a non-executive Director of the Company, who has submitted a declaration that he meets the

criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 for a period of 5 years from the date of this Annual General Meeting.

5. Re-appointment of Mr. Subhash Chand Jain (DIN: 00432108) as an Independent Director of the Company.

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Subhash Chand Jain (DIN: 00432108), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 for a period of 5 years from the date of this Annual General Meeting."

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

"RESOLVED THAT pursuant to Section 180, 188 and other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authority as may be necessary, consent of the Shareholders be and is hereby accorded to the sale of the Immovable property of the company situated at B-103 Shyam Nagar, Janpath, Jaipur 302019 to Maya Sharma ("Related Party" as per Section 2(76) of The Companies Act, 2013).

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

"Resolved that pursuant to the provisions of SEBI (LODR) Regulations, 2015 and any other relevant provisions, including any modification or re-enactment(s) thereof for the time being in force, and subject to necessary, the approval of the members be and is hereby accorded for re-classification of following persons forming part of promoter Group from "Promoter & Promoter Group Category to public category".

1. Rajesh Sharma

"Resolved further that the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the foregoing resolution."

"Resolved further that the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing resolution to any committee of the board or to any directors / officers / employees of the company as it may consider appropriate, including authorization for submitting / filling of necessary application, form and return with the Registrar of Companies, Jaipur, Ministry of Corporate Affairs, Stock Exchanges and any other concerned authority, as may be necessary, and to do all such act, deeds and things as may be expedient or desirable to give effect to the foregoing resolution."

December 09, 2020

Registered Office

Jaipur Hospital

Lal Kothi, Near S.M.S. Stadium

Tonk Road, Jaipur-302015

CIN: L85110RJ1989PLC005206

BY ORDER OF THE BOARD

Sd/-

Kavita Kothari

(COMPANY SECRETARY)

NOTES:

1. In view of the present COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 31st AGM shall be the registered office of the Company.
2. The AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to this Notice.
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to Special Business at Item No. 3 to 4 of the accompanying Notice is annexed hereto
4. The Register of Members and Share Transfer Books of the Company will remain closed from 25.12.2020 to 31.12.2020 (both days inclusive).
5. Copies of the Notice of the 31st AGM along with the Annual Report for the year 1st April 2019 to 31st March, 2020, instructions for e-voting and instructions for attending AGM through VC/OAVM, is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s). Members may note that the aforesaid documents will also be available on the Company’s website [www. Jaipurholspital.co.in](http://www.Jaipurholspital.co.in), websites of the Stock Exchanges i.e.BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

SHARMA EAST INDIA HOSPITALS & MEDICAL RESEARCH LIMITED 2019-20

7. Members seeking any information with regard to Accounts may write to the Company 7 (seven) days before the date of the Annual General Meeting.
8. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly
9. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no.17/2011 dated 21st April, 2011 and circular no.18/2011 dated 29th April, 2011 issued by the Ministry of CorporateAffairs.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company in case the shares are held by them in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its Registrar- Mas Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. 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 AGM.
13. Voting through electronic means: Remote e-voting and e-voting during AGM.
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is pleased to provide its members, the facility of remote e-voting and e-voting during AGM in respect of the business to be transacted at the 31st AGM.

- b. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e 24.12.2020 may obtain the login ID and password by sending a request at beetalrta@gmail.com/sharmaeastindia@gmail.com.
- f. R Jat & Associates, Practicing Company Secretaries, proprietor of A. Balani & Associates, Company Secretaries has been appointed as a scrutinizer to scrutinize the remote e-voting and e-voting process at the AGM, in a fair and transparent manner.
- g. Instructions for Members attending the Annual General Meeting (AGM) through VC/OAVM are asunder:
 - (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under members login by using the remote e-voting credentials. The link for VC/OAVM will be available in members login where the EVSN of Company will be displayed.
 - (ii) Members are encouraged to join the Meeting through Laptops / iPads for better experience.
 - (iii) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may

experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

h. Instructions for Members for e-voting during the Annual General Meeting (AGM) are as under:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for Remote e-voting.
- (ii) Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”

i. General Information

- (i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first scrutinize the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- (ii) (ii) The Resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).
- (iii) (iii) The result declared along with the Scrutinizer's Report shall be placed on the Company's website- www.srsl.in and on the website of CDSL immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

14. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information of Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to this notice.
15. All documents referred to in the notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of the AGM.
16. The annual report and other documents are also available on the Company's website: www.jaipurhospital.co.in.
17. Pursuant to SEBI circular, shareholders, whose ledger folios do not have or have incomplete details with regard to PAN and Bank Particulars are required to compulsorily furnish the details to the RTA/to the Company for registration in their folio. The Companies Act, 2013 and rules made thereunder also require the further details to be submitted to the Company like PAN, email address, Father's/ Mother's/ Spouse's name and bank particulars. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts.

December 09, 2020
Registered Office
Jaipur Hospital
Lal Kothi, Near S.M.S. Stadium
Tonk Road, Jaipur-302015
CIN: L85110RJ1989PLC005206

BY ORDER OF THE BOARD

Sd/-
Kavita Kothari
(COMPANY SECRETARY)

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

Item No. 3

Dr. Shailendra Kumar Sharma (DIN 00432070), Managing Director of the Company since 1991 is contributing significantly to the successful working of the company. In view of his valuable experience and expertise, it was in the interest of company to have his association and gain from his wise counsel. Therefore the Board of Directors in their meeting held on 09th December, 2020 re-appointed Dr. Shailendra Kumar Sharma (DIN : 00432070) as Managing Director of the Company for the period of five years with effect from 09th December, 2020. This re-appointment is subject to the approval of the members of the company as per Section 196 of Companies Act, 2013. Hence the same requires approval of the members vide Special Resolution in this Annual General Meeting.

The terms of re-appointment and remuneration payable are as follows:

- i) Remuneration payable shall be within the limits as contained in the provisions of Section 197 read with Schedule V of the Companies Act, 2013. Performance linked bonus or commission on profits shall be paid at the discretion of the Board of Directors and Nomination and Remuneration Committee.
- ii) Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.
- iii) Total remuneration shall include contribution towards Provident Fund.
- iv) The limits stipulated are the maximum limits and the Board may in its absolute discretion pay a lower remuneration and revise the same from time to time within the maximum limits stipulated herein above.
- v) In the absence of or inadequacy of profits in any Financial Year the remuneration payable to the Managing Director by way of salary and perquisites shall not exceed maximum limits prescribed under the Schedule V of the Companies Act, 2013.
- vi) The actual travelling expenses incurred by the Managing Director for the work related with the company shall be reimbursed by the company.
- vii) Actual entertainment expenses reasonably incurred by the Managing Director for the business of the company shall be reimbursed by the company.
- viii) The Managing Director will be entitled to the use of Motor Car of the Company for official purposes only. All the expenses of running and maintenance of the Motor Car will be borne and paid by the company.
- ix) The Board of Directors of the company on the recommendation of Nomination and Remuneration Committee shall have authority to alter or vary the terms of re-appointment and remuneration payable to the Managing Director within the limits of Section 197 and Schedule V of Companies Act, 2013.

The proposed resolution of re-appointment of Managing Director is required to be passed as a Special Resolution as per the provisions of Section 197 and Schedule V of Companies Act, 2013 and as such, the directors commend your approval.

Except above none of the other Directors in any way is concerned or interested in this resolution proposed to be passed.

A brief profile of Managing Director to be re-appointed is enclosed with this notice.

Item Nos. 4 to 5:

The Company had, pursuant to the provisions of the Listing Agreement entered with the Bombay Stock Exchange, re-appointed Mr. Madhur Krishna Khaitan, and Mr. Subhash Chand Jain, as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors.

Mr. Madhur Krishna Khaitan and Mr. Subhash Chand Jain non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is being placed before the Members for their approval by Ordinary Resolution.

None of the Directors of the company in any way is concerned or interested in this resolution proposed to be passed.

A brief profile of Directors to be appointed is enclosed with this notice.

Item No. 6

The company is in requirement of emergent funds for working capital in the difficult times of COVID-19. Consequently, the board of directors of the Company have proposed to sell the Immovable property of the company situated at B-103 Shyam Nagar, Janpath, Jaipur 302019 to Maya Sharma ("Related Party" as per Section 2(76) of The Companies Act, 2013) on the following terms and conditions:

a) Name of the related party - Maya Sharma(Non-Executive Director)

(b) Name of the director or key managerial personnel who is related, if any - Shailendra Kumar Sharma (Managing Director)

(c) Nature of relationship - Spouse of Managing Director

(d) Nature, material terms, monetary value and particulars of the contract or arrangements - Sale of the Immovable property of the company situated at B-103 Shyam Nagar, Janpath, Jaipur 302019 to Maya Sharma for Rs. 3,15,00,000.

(e) Any other information relevant or important for the members to take a decision on the proposed resolution- the transaction is not prejudicial to interests of the members of the company.

Item No. 7

SHARMA EAST INDIA HOSPITALS & MEDICAL RESEARCH LIMITED 2019-20

On receipt of the application from Mr. Rajesh Sharma, one of the Promoters of the Company regarding re-classification forming part of promoter Group from “Promoter & Promoter Group Category to public category”, the board of directors of the Company have proposed the same for approval of the members by Special Resolution at this AGM.

**Brief Profile of Directors seeking Re-appointment/Appointment at the Annual
General Meeting
(in pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015)**

Name of Directors	Dr. Shailendra Kumar Sharma	Mr. Madhur Krishna Khaithan	Mr. Subhash Chand Jain	Dr. Karan Sharma
Date of Birth	28.11.1954	13.10.1982	08.05.1962	28.07.1983
Date of Appointment	16.11.1989	14.07.2011	28.04.1990	01.04.2007
Expertise in Specific Functional Area	Orthopedic	Administration & IT	Management of Hospitals	Orthopedic
Qualification	M.S.	MBA	B.Com	M.S
Shareholding	4,12,200	NIL	35,500	NIL
Relationship with other Directors	Dr. Karan Sharma – Son	NIL	NIL	Shailendra Kumar Sharma– Father
	Mrs. Maya Sharma – Wife			Maya Sharma – Mother
List of Public Companies in which outside Directorship held on 31.03.2020	NIL	WMW Metal Fabrics Ltd. Nebb Engineering India Limited GKD India Limited	NIL	NIL
Chairman/ Member of Committees in outside Public Companies in which he/she is a Director as on 31.03.2020	NIL	NIL	NIL	NIL