

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **15th Annual General Meeting** of the Shareholders of **M/s E Meditek (TPA) Services Limited** will be held on **Saturday, the 19th day of September, 2015**, at **Four Points by Sheraton Hotel**, situated at Plot No 9, National Highway 8, Samalka, Delhi at **11:30 a.m.** to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date, together with the reports of the Board of Directors and Auditors thereon.**
2. **To declare dividend @ 5% on Equity Shares for the year ended March 31, 2015.**
3. **To appoint a director in place of Mr. Ahmed Tameem (DIN: 06681900) who retires by rotation and being eligible, offers himself for re-appointment.**
4. **To appoint a director in place of Mr. Carl Philipp Rene Thomas (DIN: 03377649) who retires by rotation and being eligible, offers himself for re-appointment.**
5. **Appointment of Auditors**

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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s V. K. Sehgal & Associates, Chartered Accountants (Firm Registration No. 011519N), be and is hereby proposed to re-appoint as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company, subject to the ratification by the members in every Annual General meeting and at a remuneration to be determined by the Board in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

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

“RESOLVED THAT in supersession of earlier resolution passed by the shareholders of the Company in fourteenth annual general meeting held on September 24, 2014 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and article of association of the Company, subject to the consent of the members of the Company, the approval of board members be and is hereby accorded to borrow any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether, movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 45,00,00,000/- (Rupees Forty Five Crores only).”

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

“RESOLVED THAT In supersession of the earlier special resolution passed by the shareholders in fourteenth annual general meeting held on September 24, 2014 and pursuant to provision of section 180(1)(a) and any other

applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the consent of the members of the Company, the approval of board members be and is hereby accorded for creation of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any indian rupee or foreign currency loans, debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs. 45,00,00,000/- (Rupees Forty Five Crore only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, Company, insurer or to the general public.”

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

“**RESOLVED THAT** in supersession of the earlier resolution passed in the fourteenth annual general meeting of the Company held on September 24, 2014 and pursuant to the provisions of Section 181 of the Companies Act, 2013 and other provisions, if any, of the Companies Act, 2013 or rules made there-under, subject to the consent of the members of the Company, the approval of board members be and is hereby accorded to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, organization, relating/ not relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, up to an amount not exceeding Rs. 25,00,000/- (Rupees Twenty Five Lacs only) for the financial year 2015-16 notwithstanding the fact that said amount may exceed 5% of the Company's average net profit for the three immediately preceding financial years.”

**By order of the Board of
E Meditek (TPA) Services Limited**

**Sd/-
Gopal Verma
Managing Director**

**Place: New Delhi
Date: 27th May, 2015**

NOTES:

- 1) Pursuant to Section 102(1) of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed special businesses are appended herein.
- 2) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** Proxy form duly completed should be deposited at the registered office of the Company not less than forty-eight hours (48 hours) before the scheduled time of the Annual General Meeting. No instrument of proxy shall be valid unless it is signed by the member or by his/her attorney duly authorised in writing or, in the case of body corporate, it is executed under its common seal, if any. Blank Proxy form is enclosed herewith.

Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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 act as proxy for any other person or shareholder.

- 3) Every Member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four (24) hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than three (3) days in writing of the intension to inspect the proxies lodged shall be required to be provided to the Company. Members are also, requested to send their queries, if any, at least 7 (Seven) working days before the Annual General Meeting, so as to enable the Board to keep the information ready.
- 4) Members are requested to bring their copies of Annual Report to the Meeting. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the meeting will not be allowed without the production of the Attendance Slip duly signed.
- 5) Corporate members are requested to send a duly certified copy of board resolution/ power of attorney authorising their representative to attend and vote on their behalf at the Annual General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body, at the meeting.
- 6) The register of members of the Company will remain closed from September 10, 2015 to September 19, 2015 (both days inclusive) for determining the names of members eligible for final dividend on Equity Shares, if declared, at the meeting
- 7) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address with the Company. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
- 8) Any Change in the registered address of the Members should also be immediately reported to the Company.
- 9) Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting except Saturdays, Sundays and Public Holidays.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 6&7

The shareholders of the Company by way of special resolution passed in its Fourteenth Annual General Meeting of the Company held on September 24, 2014 had authorized the board of directors for raising loans/ credit upto a limit of Rs. 40,00,00,000/- (Forty Crores only).

The Companies Act, 2013 has been notified to become effective from April 01, 2015. The provisions of the Section 180 (1)(c) of the Companies Act, 2013 provides that the board of directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the Company by way of a special resolution.

It is, therefore, proposed to seek the approval of the shareholders to borrow (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) up to a limit of Rs. 45,00,00,000/- (Rupees Forty Five Crores only) by way of special resolution.

Similarly, pursuant to the provisions of section 180(1)(a) of the companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules laid there under, consent of the shareholders by way of special resolution is required along with the approval of the Board of Directors to create mortgage/ charge/lien in order, over the present or future assets/movable/immovable properties of the Company to secure the borrowings up to a limit of Rs. 45,00,00,000/- (Forty Five Crores only).

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 6 & 7 of the Notice.

The Board recommends these resolutions for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 and 7.

ITEM No. 8

Under Section 181 of the Companies Act 2013, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is required for such contributions during a financial year exceeding five percent of its average net profits during the three immediately preceding financial years. The Members had, at the fourteenth annual general meeting held on September 24, 2014, passed a Resolution for making donations in excess of an amount of five percent of the Company's average net profits during the three immediately preceding financial years but not exceeding Rs. 50,00,000/- (Rupees Fifty Lacs only) in a financial year. The approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of Rs. 25,00,000/- (Rupees Twenty Five Lacs only).

The board recommends the resolution for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

**By order of the Board of
E Meditek (TPA) Services Limited**

**Sd/-
Gopal Verma
Managing Director**

**Place: New Delhi
Date: 27th May, 2015**