

TRICHUR HEART HOSPITAL LTD

CIN: U85110KL1985PLC004204

Reg. Office: S.T.Nagar, Thrissur - 680 001

Website: www.sunmedicalcentre.com E mail: enquiry@trichurheart.com Ph: 0487-2433101

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of Trichur Heart Hospital Ltd will be held on Friday, 23rd September 2022 at 11.00 A.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:

Ordinary Business:-

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March 2022, together with the Directors and Auditors Reports thereon.
2. To declare dividend.
3. To appoint Director in the place of Sri. T R Sahasranamam (DIN: 00245694), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:-

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

Resolved that in supersession of earlier resolution passed by the members and subject to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made there under (including any statutory modifications or re-enactment(s) thereof for the time being in force), read with schedule V to the Act, consent be and is hereby accorded for the re-appointment of, Sri. Prathap Varkey (DIN: 00220637) as Managing Director of the company for a period of five years with effect from 03.08.2022 upon such terms and conditions of re-appointment including payment of remuneration, perquisites and other benefits including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment as set out in the explanatory statement annexed to the notice convening this meeting.

Resolved further that Sri. Parthap Varkey shall also act as CEO of the company on whole time basis.

Resolved further that the Board of Directors of the company be and is hereby authorised to take all such steps as may be required to give effect to the above resolution.

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

Resolved that pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013 ('the Act'), if any, and the Rules made there under (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the shareholders of the company be and is hereby accorded to the Board of Directors to borrow such sum of moneys, from time to time, at its discretion, with or without security and upon such terms and conditions as the Board may think fit, for the purpose of business of the company, such that the moneys to be borrowed together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed a sum of ₹20 Crores. (Rupees Twenty Crores only).

Resolved further that the Board of Directors of the company be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.

6. Other items, if any, with the permission of the Chairman.

For and on behalf of the Board of Directors

Place: Thrissur

Sd/-

Date : 03.08.2022

Dr.P M Varkey (DIN: 00220613)

(Chairman)

Notes:-

- 1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs has, vide General Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022, permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the above mentioned Circulars and applicable provisions of Companies Act, 2013, the 36th AGM is being convened and conducted through VC which does not require physical presence of members at a common venue. The deemed venue for AGM shall be the Registered Office of the company.*
- 2. As per the aforementioned MCA circulars, since the AGM is being held through VC where physical attendance of members has been dispensed with; there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be made available for the AGM.*
- 3. Central Depository Services (India) Ltd. (CDSL) will be providing facility for participation in the AGM through VC. The facility for voting through remote e-voting and e-voting during the AGM shall also be provided by CDSL.*

4. *In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the company is providing the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. Such remote e-voting facility is in addition to voting that shall take place during the AGM. The members who have cast their vote through remote e-voting prior to the AGM shall not be entitled to cast their vote again during the AGM. A separate e-voting instruction slip is enclosed explaining the process of e-voting with necessary user id and password along with procedure for such e-voting and participation in the AGM through VC.*
5. *In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.*
6. *As per the MCA notification dated 10th September, 2018 transfer of securities of unlisted public companies on or after 2nd October, 2018 shall be in the dematerialized form only. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.*
7. *Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Accounts Department at the company's registered office for revalidation and encash them before the due dates. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.*
8. *The company has appointed Sri. M. Vasudevan FCS, Practising Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.*
9. *Since the AGM is being held through VC, route map is not annexed to this notice.*
10. *The record date of effecting transactions and other changes in the share register is 16.09.2022. The dividend as recommended by the Board, if sanctioned at the Annual General Meeting will be paid, subject to deduction of tax at source, to the shareholders whose names appear in the Register of Members as on 16th September, 2022 in respect of shares held in physical form and in respect of shares held in dematerialized form, the dividend shall be paid on the basis of the beneficial ownership as per the details furnished by the Depositories for this purpose at the end of the business hours on 16th September, 2022.*

Explanatory statement in respect of special business pursuant to section 102 of the Companies Act, 2013:

Item No.4:

Sri. Prathap Varkey was re-appointed as Managing Director of the company in the Board meeting held on 03.08.2022 for a term of five years with effect from 03.08.2022. He was previously re-appointed for a term of five years in the Board meeting held on 24.06.2020 for a term of five years effective from 17.09.2020 which was subsequently ratified in the 34th Annual General Meeting held on 04.12.2020. Pursuant to the terms of the present re-appointment made by the Board on 03.08.2022 Sri. Prathap Varkey shall also act as CEO of the company on whole time basis with a revised remuneration structure.

Sri. Prathap Varkey has been a Director of the company since 11.09.1993 and has been holding the office of Managing Director of the company since 17.09.2010. Prior to that he was holding the office of Vice President in the company. Considering the knowledge and vast experience possessed by Sri. Prathap Varkey in relation to the management of affairs of the company the Board of Directors decided to re-appoint him as Managing Director as well as CEO with revised remuneration in line with the industry standards and the enhanced performance of the company.

Sri. Prathap Varkey aged 54 years is an MBA. He is a promoter Director of the company and was holding 33,54,268 equity shares in the company as on 31.03.2022. He has attended 05 Board meetings during the financial year 2021-2022. Sri. Prathap Varkey does not hold directorship in any other company nor is he a member of any committee.

Sri. Prathap Varkey has been previously drawing a basic salary of ₹1,65,000/- per month effective from 17.09.2020 as per decision of Board dated 24.06.2020 and the 34th Annual General Meeting dated 04.12.2020. The remuneration effective from 03.08.2022 is as follows:

1. Monthly remuneration at ₹2,50,000/- with annual increment of ₹25,000/- and also he shall render services on whole time basis.
2. Perquisites:
 - a) Gratuity payable at a rate of half a month salary for each completed year of service. Part period of 6 months or above will be considered as one completed year of service for this purpose.
 - b) Contribution to provident fund to the extent these either singly or put together is not taxable under the Income tax Act, 1961.
 - c) Reimbursement of medical expenses incurred for self and family subject to a ceiling of 3 months' salary in a year.
 - d) The company shall provide free accommodation or HRA limited to 30% basic salary if requested by Managing Director.

- e) Personal accident insurance and medi-claim insurance premium of an amount, the annual premium of which do not exceed ₹40,000/- per annum.
- f) Free use of company car with driver for official and private use.
- g) The company shall provide telephones, mobile phones at the residence for office use.
- h) Fees to clubs subject to a maximum of two clubs provided that no life membership fee or admission fee is paid.

The appointment and payment of remuneration as decided by the Board of Directors on 03.08.2022 requires ratification by members of the company in general meeting as per section 196 of the Companies Act, 2013. Also as per section 197 where the remuneration payable to a single Managing Director exceeds the limits as set out under the said section the approval of the company through a special resolution is required.

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of remuneration shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, as may for the time being be in force.

Persons interested in the proposed resolution are as follows:

- (a) Sri. Prathap Varkey, Managing Director and proposed appointee,
- (b) Sri. P M Varkey, Chairman and father of Prathap Varkey, and
- (c) Other relatives being shareholders.

None of the other Directors and Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5:

The company may need additional funds in future for expansion of its business operations. For the above purpose the company may raise funds from time to time which may exceed the aggregate of its paid up capital and free reserves.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital, free reserves and securities premium at any time except with the consent of the company in a general meeting through a special resolution and hence this resolution is proposed.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to 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 April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/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 Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

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6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.sunmedicalcentre.com
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE 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 shareholders holding shares in physicalmode and non-individual shareholders in demat mode.
- (i) The voting period begins on 20.09.2022 at 9.00 am and ends on 22.09.2022 at 5.00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.09.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) 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.

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.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

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.

- (iv) 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 and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

	<p style="text-align: center;">www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 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 or joining virtual meeting & voting during the meeting
<p>Individual Shareholders</p>	<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.</p>

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

(holding securities in demat mode) login through their Depository Participants (DP)	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 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 or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL

Login type	Helpdesk details
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
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.: 1800 1020 990 and 1800 22 44 30

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

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and 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.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 OR Date of Birth (DOB)	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. <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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name(Trichur Heart Hospital Ltd.)on which you choose to vote.
- (x) 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

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implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 delink 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.

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- 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; accounts@trichurheart.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at accounts@trichurheart.com .The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at accounts@trichurheart.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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9. Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **info@skdc-consultants.com**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **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 attending AGM & 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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

TRICHUR HEART HOSPITAL LTD

CIN: U85110KL1985PLC004204

Reg. Office: S.T.Nagar, Thrissur – 680 001

Website: www.sunmedicalcentre.com E mail: enquiry@trichurheart.com Ph: 0487-2433101

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2021-22

To,
The Members,

Your directors have pleasure in presenting their 36th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2022.

Financial Highlights:

During the year under review, performance of your company was as under (in ₹ lakh):

Particulars	Year ended 31 st March 2022	Year ended 31 st March 2021
Revenue	5,984.86	3,948.36
Expense	5,274.36	3,935.13
Profit/(Loss) before taxation	710.50	13.23
Less : Tax Expense	110.39	4.01
Profit/(Loss) after tax	600.11	9.22

State of the Company's Affairs and Future Outlook:

The revenue from operations of the company has increased from ₹3,881.15 lakhs during the FY 2020-21 to ₹5,935.60 lakhs during the FY 2021-22. The total income earned by the company during the FY 2021-22 is ₹5,984.86 lakhs compared to the total income of ₹3,948.36 earned during the FY 2020-21.

The profit before taxation has increased from 13.23 lakhs during the FY 2020-21 to ₹710.50 lakhs during the FY 2021-22.

The company has earned profit after tax amounting to ₹600.11 lakhs during the current FY compared to the profit after tax amounting to ₹9.22 lakhs earned during the previous FY.

Change in nature of business:

During the year of report there was no change in the nature of business of the company.

Dividend:

Your Directors are pleased to recommend a dividend of ₹1/- per equity share of face value ₹10/- which is provided for in the accounts absorbing a sum of ₹95,26,600/- if approved by the members in the ensuing Annual General Meeting.

Amounts Transferred to Reserves:

The company has not transferred any amount to its reserves during the year of report.

Cont'd.....2

Changes in Share Capital:

The share capital of the company has remained unchanged during the year.

Issue of Equity Shares with Differential Rights/Employee Stock Options/Sweat Equity Shares:

The company has not issued any shares with differential rights or shares under an employee stock option scheme or sweat equity shares during the year.

Board Meetings:

During the Financial Year 2021-22, five (05) meetings of the Board of directors of the company were held. Board meeting dates and the attendance of directors are given below:

Sl. No.	Date of Meeting	Board Strength	No. of directors present
1	19.06.2021	6	5
2	01.09.2021	6	5
3	24.11.2021	6	5

Sl. No.	Date of Meeting	Board Strength	No. of directors present
4	16.02.2022	6	5
5	17.03.2022	6	6

Composition of the Board:

The Board of directors of the company comprises of six directors as on 31.03.2022. Their name, designation, date of appointment and the number of Board meetings attended by each of them are given below:

Sl. No.	Name of Director	Designation	Date of Appointment	No. of Board meetings attended
1.	P M Varkey	Director	06.05.1985	2
2.	Prathap Varkey	Managing Director	11.09.1993	5
3.	T R Sahasranamam	Director	06.05.1985	5
4.	T S Anantharaman	Director	30.07.2011	5
5.	Sebastian Joseph	Director	30.12.1993	4
6.	V K Vijayakumar	Director	30.07.2011	5

Particulars of Loan, Guarantees and Investments under Section 186:

The company has not given any loan or guarantee or provided any security or made investments pursuant to section 186 of the Companies Act, 2013 during the year of report.

Cont'd.....3

Particulars of Contract or Arrangements with Related Parties:

The company has not entered into any contract or arrangement with any related party during the year of report. The Particulars of ongoing contracts and arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, is appended as an annexure to this report in the prescribed form, AOC 2.

Explanation to Auditor's Remarks:

The auditor's report does not contain any qualification, reservation or adverse remark or disclaimer and hence the Board has not provided any explanation or comment on the same.

Material Changes Affecting the Financial Position of the Company:

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year and the date of the report.

Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo:

Considering the nature of business of the company no comment is required on conservation of energy and technology absorption.

There has not been any foreign exchange earnings or outgo during the financial year.

Details of Subsidiary, Joint Venture or Associates:

No other company had become a Subsidiary, Joint Venture or Associate of the company or ceased to be so during the year.

Risk Management Policy:

The company has taken measures to formulate a policy for the effective management of risks faced by the company.

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements:

The company has an effective and adequate financial control system in place. The Board has adopted policies and procedures to ensure the orderly and efficient conduct of its business, safeguarding of its assets, the prevention and detection of frauds and errors and the accuracy and completeness of accounting records.

Deposits:

The company has not accepted any deposits covered under the provisions of the Companies Act, 2013 and also there are no outstanding deposits as at the end of the financial year.

Cont'd.....4

Details of Directors and Key Managerial Personnel:

No changes have occurred in the Board of directors of the company during the year.

Sri. T R Sahasranamam, director of the company, is retiring by rotation in the ensuing annual general meeting. The retiring director is eligible and willing for re-appointment.

Corporate Governance:

Details of remuneration provided to directors during the year as required under Schedule V of the Companies Act, 2013 are as follows:

Sl. No.	Director	Remuneration (₹)
1.	Prathap Varkey	20,46,790
2.	Dr. P M Varkey	6,34,244

Details of significant & material orders passed by the regulators or courts or tribunal:

The regulators or courts or tribunals had not passed any significant and material orders during the year which impacted the going concern status of the company or the company's operations in future.

Disclosure u/s 197(14):

The provisions relating to the disclosure as required under section 197(14) of the Companies Act, 2013 are not applicable to the company during the year of report.

Independent Director:

The requirement regarding declaration of independence by independent directors is not applicable to the company.

Secretarial Audit Report:

The provisions of the Companies Act, 2013 and the rules framed there under relating to secretarial audit report are not applicable to the company.

Corporate Social Responsibility:

The company has constituted a Corporate Social Responsibility Committee pursuant to the provisions in section 135 of the Companies Act, 2013 consisting of the following members:

- a) T S Anantharaman, chairman
- b) Vijayakumar, member
- c) Pratap Varkey, member

Audit Committee:

The company is not required to constitute an audit committee pursuant to the provisions of the Companies Act, 2013 and the rules made there under.

Annual Evaluation:

The provisions relating to formal annual evaluation are not applicable to the company pursuant to the provisions of the Companies Act, 2013 and the rules made there under.

Nomination & Remuneration Committee:

The provisions of the Companies Act, 2013 and the rules framed there under relating to constitution of a nomination and remuneration committee are not applicable to the company.

Vigil Mechanism:

The company is not required to constitute a vigil mechanism pursuant to the provision of the Companies Act, 2013 and the rules framed there under.

Internal Complaints Committee:

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [14 of 2013].

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The company has not received any complaints during the financial year.

Disclosure u/s 143(12):

The auditors of the company have not reported any fraud pursuant to section 143(12) of the Companies Act, 2013.

Statutory Auditors:

The present statutory auditors of the company, M/s. Varma & Varma, Chartered Accountants, Thrissur, were appointed for a period of five years in the 33rd Annual General Meeting held on 18.09.2019. The statutory auditors shall hold office till the conclusion of the 38th Annual General Meeting of the company.

Cost Auditors:

The company is not required to appoint a Cost Auditor pursuant to the provisions of the Companies Act, 2013.

Cost Records:

The company has maintained cost records pursuant to Section 148(1) of the Companies Act, 2013.

Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Annual Return:

Pursuant to section 92(3) read with Section 134(3)(a) the Annual Return is available on the company's website at https://www.sunmedicalcentre.com//storage/app/public/news/25-08-22-06-45-Form_MGT_7.pdf

Acknowledgment:

We thank our valued shareholders, auditors, bankers, clients and Government authorities for their support. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of the Board of Directors

Place: Thrissur

Sd/-

Date : 03.08.2022

Dr. P M Varkey (DIN: 00220613)

(Chairman)

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Sl. No.	Particulars	Details
a.	Name(s) of the related party and nature of relationship	Nil
b.	Nature of contracts/ arrangements/ transactions	Nil
c.	Duration of the contracts / arrangements/ transactions	Nil
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e.	Justification for entering into such contracts or arrangements or transactions	Nil
f.	Date(s) of approval by the Board	Nil
g.	Amount paid as advances, if any:	Nil
h.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis

Sl. No.	Particulars	Details		
a.	Name(s) of the related party and nature of relationship	Smt. Sini Prathap, relative (wife) of Managing Director		Dr. P M Varkey, Chairman
b.	Nature of contracts/ arrangements/ transactions	Lease - Flower shop	Lease - Hostel	Remuneration
c.	Duration of the contracts / arrangements/ transactions	Ongoing		Ongoing
d.	Salient terms of the contracts or arrangements or transactions including the value, if any:	License fee, electricity charges and washing charges received - ` 1.32 lakhs	Rent paid - ` 2.35 lakhs	` 6.34 lakhs
e.	Date(s) of approval by the Board, if any:	22.03.2013	13.12.2013	05.08.2015
f.	Amount paid as advances, if any:	Nil	Nil	Nil

For and on behalf of the Board of Directors

Place: Thrissur

Sd/-

Date : 03.08.2022

Dr. P M Varkey (DIN: 00220613)

(Chairman)