

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 2023-24

To,

The Members,

Your directors have pleasure in presenting their 38th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2024.

Financial Highlights:

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

Particulars	Year ended 31 st March 2024	Year ended 31 st March 2023
Revenue	6456.80	5,681.82
Expense	5861.29	5,189.61
Profit/(Loss) before taxation	595.51	492.21
Less : Tax Expense	164.07	105.26
Profit/(Loss) after tax	431.44	386.95

State of the Company's Affairs and Future Outlook:

The revenue from operations of the company has increased from ₹ 5,592.93 lakhs during the FY 2022-23 to ₹ 6,379.19 lakhs during the FY 2023-24. The total income earned by the company during the FY 2023-24 is ₹ 6,456.80 lakhs compared to the total income of ₹ 5,681.82 lakhs earned during the FY 2022-23.

The profit before taxation has increased from ₹ 492.21 lakhs during the FY 2022-23 to ₹ 595.51 lakhs during the FY 2023-24. The company has earned profit after tax amounting to ₹ 431.44 lakhs during the current FY compared to the profit after tax amounting to ₹ 386.95 lakhs earned during the previous FY registering a growth of around 11.5%.

The management is consistently monitoring developments in technology and the medical field. Your directors implementing timely actions and strategies to provide the general public with the best available medical facilities through advanced equipment and machinery. The management is optimistic about achieving new levels of progress in the coming years.

Change in nature of business:

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

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Dividend:

Your Directors are pleased to recommend a dividend of ₹ 1/- per equity share of face value ₹ 10/- 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 under report.

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 2023-24, four (04) meetings of the Board of directors of the company were held, with the gap between any two meetings not exceeding 120 days. Board meeting dates and the attendance of directors are given below:

<i>Sl. No.</i>	<i>Date of Meeting</i>	<i>Board Strength</i>	<i>No. of directors present</i>
1	12.07.2023	6	6
2	06.11.2023	6	4

<i>Sl. No.</i>	<i>Date of Meeting</i>	<i>Board Strength</i>	<i>No. of directors present</i>
3	12.02.2024	6	6
4	27.03.2024	6	5

Composition of the Board:

The Board of directors of the company comprises of six directors as on 31.03.2024. Their name, designation, date of appointment and the number of Board meetings attended by each of them are given below:

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

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.

Particulars of Contract or Arrangements with Related Parties:

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.

Related party transactions pursuant to Accounting Standard (AS) 18 are disclosed in the notes to the financial statements attached to and forming part of this report.

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.

Details of Directors and Key Managerial Personnel:

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

Sri. Trikkur Anantharaman (DIN: 00480136), 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 (₹)	Other elements of Remuneration (Perquisites)
1.	Dr Prathap Varkey	33,83,647	Dr Prathap Varkey is eligible for gratuity, provident fund and reimbursement of all medical expenses not covered by medical insurance, incurred for himself and his family, up to a limit of three months' salary per year. He is also entitled to Personal Accident and Medi-claim insurance premiums, with a cap of ₹ 40,000 per annum. Additionally, he is provided with a company car and driver for both official and personal use, as well as phones, including mobile phones, at his residence for both official and personal use. The company shall provide free accommodation or HRA limited to 30% basic salary if requested by Managing Director. He is also entitled to Fees to clubs subject to a maximum of two clubs provided that no life membership fee or admission fee is paid.
2.	Dr. P M Varkey	6,57,694	Dr P M Varkey is eligible for reimbursement of all medical expenses not covered by medical insurance, incurred for himself and his family, up to a limit of three months' salary per year. He is also entitled to Personal Accident and Medi-claim insurance premiums, with a cap of ₹ 20,000 per annum. Additionally, he is provided with a company car and driver for both official and personal use, as well as phones, including mobile phones, at his residence for both official and personal use.

During the reporting period, no performance-linked bonuses or stock options were provided to the directors.

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.

Compliance with the secretarial standards:

The Company has complied with the Secretarial Standards specified by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs under Section 118(10) of the Companies Act, 2013.

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:

During the year under report, the provisions of the Companies Act, 2013 and the rules made there under relating to Corporate Social Responsibility are not applicable to the company as its net worth, turnover, and net profit fall below the criteria prescribed by the Act.

The Company had a total CSR obligation of ₹ 7,12,180 for the CSR activities during the period 2022-23. Out of this, ₹4,12,000 was spent on CSR projects implemented through NGOs before 31st March, 2023. An unspent amount of ₹ 3,00,200 pertaining to the financial year 2022-23 has been transferred to the PMNRF, a fund listed under Schedule VII of the Companies Act, 2013, during the year under review, in compliance with the provisions of Section 135 of the Companies Act, 2013.

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.

Stakeholder Relationship Committee:

The company has the following members in its Stakeholder Relationship Committee

Sl.No	Name of the Member	Designation	No of meetings attended
1	T S ANANTHARAMAN	Chairman	4
2	P M VARKEY	Member	4
3	PRATHAP VARKEY	Member	4
4	T R SAHASRANAM	Member	2

During the Financial Year 2023-24, Four (04) meetings of the committee of the company were held. Committee meeting dates and the attendance of directors are given below:

Sl.No	Date	Committee Strength	No. of directors present
1	12-07-2023	4	4
2	06-11-2023	4	3
3	12-02-2024	4	4
4	27-03-2024	4	3

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:

M/s. Varma & Varma, Chartered Accountants, Thrissur, Statutory Auditors of the Company, retires at the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their reappointment, if made, would be within the prescribed limits under the Companies Act and that they are not disqualified for reappointment. Therefore, resolution for reappointment of Statutory Auditors is being proposed in the Notice of ensuing Annual General Meeting for the consideration of members 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, 2024, 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, 2024 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
Date :12.07.2024

Sd/-
Dr. P M Varkey (DIN: 00220613)
(Chairman)

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]

CIN : U85110KL1985PLC004204
Name of the company : TRICHUR HEART HOSPITAL LTD
Registered office : S.T. NAGAR TRICHUR KL 680001 IN

Name of the member(s) :	
Registered address :	
E-mail Id :	
Folio No :	

I/We, being the member (s) of TRICHUR HEART HOSPITAL LTD, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:....., or failing him
2. Name:
Address:
E-mail Id:
Signature:....., or failing him

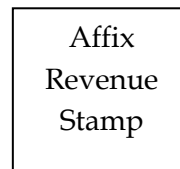
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual general meeting of the company, to be held on the 28th day of September, 2024 at 11.00 A.M. Hotel Asokha Inn, Thrissur and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Type of Resolution	For	Against
Ordinary business :				
1	Adoption of audited financial statements for the financial year ended 31.03.2024 and reports of the Board of Directors and Auditors thereon.	Ordinary		
2	Declaration of dividend.	Ordinary		
3	Re-appointment of Sri. Trikkur Anantharaman (DIN: 00480136), Director who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
4	Re-appointment of Auditors	Ordinary		
Special Business :				
5	Re-appointment of Chairman	Ordinary		

Signed this day of September, 2024.

Signature of shareholder :

Signature of Proxy holder(s) :



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System - For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- 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 physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 25th September, 2024 at 09.00 a.m and ends on 27th September, 2024 at 05.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2024 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.

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.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

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 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 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 click on login & New System Myeasi Tab and then click on registration option.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.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

<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 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.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. 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.</p>

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

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 Remote e-Voting 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- 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 10 digit 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 Trichur Heart Hospital Ltd.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- (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 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.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- 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.

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 **Company/RTA email id**.
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 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

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

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slips on request. (Folio Nos., DP ID*, Client ID* & Name of the Shareholder / authorized representative / Proxy in BLOCK LETTERS to be furnished below).

Shareholder/proxy holder/ Authorized representative (Name & Address)	DP ID*	Client ID*	Folio	No of shares held

I hereby record my presence at the 38th Annual General Meeting of the Company, held on Saturday, 28th September, 2024 at 11.00 A.M. at Hotel Asokha Inn, Thrissur, Kerala-680001

SIGNATURE OF THE
SHAREHOLDER OR PROXY OR AUTHORIZED REPRESENTATIVE _____

NOTES:

(1) Shareholders / Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the entrance of the meeting hall after affixing their signature on it.

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 38th Annual General Meeting of Trichur Heart Hospital Ltd will be held on Saturday, 28th September, 2024 at 11.00 A.M. at Hotel Asokha Inn, Thrissur, Kerala-680001 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 2024, together with the Directors and Auditors Reports thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2024
3. To appoint Director in the place of Sri. Trikkur Anantharaman (DIN: 00480136), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification, 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 thereunder, as amended from time to time, M/s. Varma and Varma, Chartered Accountants, Thrissur (F.R.N. 004532S), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of 38th Annual General Meeting (AGM) till the conclusion of the 43rd AGM of the Company, with such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Special Business:-

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

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the companies act, 2013 read with schedules V and rules made thereunder, the consent of members of the Company be and is hereby accorded for the re-appointment of Sri. Panandanam Mathai Varkey (DIN 00220613) as Chairman of the company for a period of 3 years with effect from 12.07.2024 on a monthly remuneration of 60,000 per month for discharging duties regarding compliance of regulations in respect of Board meetings and on the following terms and conditions:

1. Salary of Rs.60,000/- per month.
2. Perquisites:-

- a) Re-imburement of all medical expenses not covered by the medical insurance incurred for self and family subject to ceiling of three months' salary in a year.
 - b) Personal Accident insurance and Medi-claim insurance premiums limited to Rs.20000/- p.a.
 - c) Free use of company car with driver for official and personal use.
 - d) The company shall provide phones including mobile phones at residence for official and personal use.
6. Other items, if any, with the permission of the Chairman.

For and on behalf of the Board of Directors

Place: Thrissur

Date : 12.07.2024

Dr. P M Varkey (DIN: 00220613)
(Chairman)

Notes:-

1. *A member entitled to attend and vote at the meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The instrument appointing a proxy in order to be effective shall be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.*
2. *A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.*
3. *Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting. It will not be possible to provide duplicate admission slips or copies of the Report and Accounts at the AGM venue.*
4. *With the aim of curbing fraud and manipulation risk in physical transfer of securities, 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. Members are requested to intimate immediately any change in their address to the companies Registered Office.*
5. *Central Depository Services (India) Ltd. (CDSL) will be providing facility for voting through remote e-voting and e-voting during the AGM shall also be provided by CDSL.*
6. *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.*

7. *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.*
8. *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.*
9. *The company has appointed Sri. M. Vasudevan FCS, Practicing 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.*
10. *The record date of effecting transactions and other changes in the share register is 21.09.2024. 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 21st September, 2024 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 21st September, 2024.*
11. *The notice of the Annual General Meeting along with the Annual Report 2023-24 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may please note that this notice and Annual Report 2023-24 will also be available on the Company's website www.sunmedicalcentre.com. Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to M/s Link Intime India Pvt. Ltd, Registrar and Transfer Agent (R&T) of the Company. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the R&T of the Company quoting their folio number(s).*
12. *All communications/correspondence with regard to Equity Shares and dividend may be forwarded to the Share Transfer Agents at the address given below:*

*Link Intime India Pvt. Ltd,
Surya 35,
Mayflower Avenue,
Behind Senthil Nagar,
Sowripalayam Road,
Coimbatore - 641028.
E-mail: coimbatore@linkintime.co.in*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

Item No. 5 :

Dr. P. M. Varkey, Chairman, is a non-executive director with extensive expertise and experience in various key areas of hospital operations, including business strategy, development, corporate governance, and risk management. He plays an active role in decision-making processes and makes significant contributions to business development, governance, long-term strategy, and compliance.

The Board, in its meeting held on July 12, 2024, decided to reappoint Dr. P. M. Varkey as Chairman of the company for a term of three years, subject to the approval of the Members. His remuneration will be increased to Rs 60,000 per month, along with other terms outlined in the resolution. This reappointment aims to ensure effective compliance with all relevant laws, regulations, and circulars, and to uphold the best practices in corporate governance within the company.

The remuneration threshold for non-executive directors under Section 197 of the Companies Act, 2013 is set at 1% of the company's net profits if there is a Managing Director. As the Board has approved remuneration exceeding this limit, the remuneration shall be approved by the members through ordinary resolution at the upcoming General Meeting in accordance with Schedule V of the Companies Act, 2013.

Dr. P M Varkey and Mr. Prathap Varkey directors are interested in the resolution.

The other details as per schedule V of the companies act, 2013 are as follows

I	General Information:	
1	Nature of industry	Medical Industry (Hospital)
2	Date of commencement of commercial production	21.05.1985
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4	Financial performance based on given indicators	Please refer the Financial statements forming part of the annual report
5	Foreign investments or collaborations, if any.	NA
II	Information about appointee:	

1	Background details	Dr. P. M. Varkey graduated from Stanley Medical College, Madras, in 1955. He earned his MRCP from the Royal College of Physicians and Surgeons, Glasgow, UK, in 1965, and was awarded the FRCP from the same institution in 1980. He later completed his post-graduate studies at Louvain University, Belgium.
2	Past remuneration	₹ 50,000/- per month along with other terms mentioned in the resolution
3	Recognition or awards	<ul style="list-style-type: none"> • President, IMA Thrisur branch (1971-72) (During his term as president, Thrissur Branch won the S.S. Rao Shield Award for the best IMA Branch in Kerala) • Life member, Association of Physicians of India. • Life member, Cardiology Society of India. • Life member, National Council for Hypertension. • Life member, Society for Prevention of Heart Diseases and Rehabilitation. • Life member, Red Cross Society. • FRCP was awarded from College of Physicians And Surgeons, Glasgow, UK in 1980
4	Job profile and his suitability	<p>Dr. P.M Varkey is the founder of the first co-operative hospital, the first cancer hospital and the first public Ltd. super speciality hospital with full-fledged cardiac surgery unit in private sector in Kerala. His own work and the institutions he helped to build are his major contributions to the society.</p> <p>He has tremendous grit, determination and dedication to duty. He is always a role model to his colleagues, especially the junior doctors.</p>
5	Remuneration proposed	₹ 60,000/- per month along with other terms mentioned in the resolution
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Reasonable
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Dr P M Varkey is the promoter, Non-executive director of the company and relative of the Managing Director (Father)

III Other Information:		
1	Reasons of loss or inadequate profits	The company is operating at a substantial profit, though it fluctuates due to changes in the business environment.
2	Steps taken or proposed to be taken for improvement	The Board of Directors takes timely actions based on the business environment.
3	Expected increase in productivity and profits in measurable terms	Reasonable increase year on year

ROUTE MAP TO THE VENUE OF THE 38TH ANNUAL GENERAL MEETING OF TRICHUR HEART HOSPITAL LTD

Venue : Hotel Asokha Inn, Thrissur, Kerala-680001



Letter head

NOTICE

Notice is hereby given that the 38th Annual General Meeting (AGM) of the Company will be held on Saturday, 28th September, 2024 at 11.00 A.M. at Hotel Asokha Inn, Thrissur, Kerala - 680 001 to transact the Businesses as set out in the Notice of AGM.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) dated 08th April 2020, 13th April 2020, 05th May 2020, 13th January 2021, 05th May 2022 and 25th September 2023, the Company has sent the Notice of the 38th AGM along with the Annual Report 2023-24 through electronic mode only to those members whose e-mail addresses are registered with the Company/Depository Participant(s). The Notice of the AGM and Annual Report are available on the website of the Company at www.sunmedicalcentre.com. Members holding shares in demat mode, who have not registered their email addresses are requested to register the same with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited, by sending a request to coimbatore@linkintime.co.in.

Members holding shares in physical mode who have not updated their mandate for receiving dividends directly in their bank accounts have to send the required details (including original cancelled cheque leaf with name of the first shareholder pre-printed on it) by post/ courier to M/s. Link Intime India Private Limited at the following address: M/s. Link Intime India Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028.

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing its members the facility to exercise their right to vote on the resolutions proposed to be considered at the AGM through the electronic voting system of Central Depository Services (India) Limited (CDSL).

The remote e-voting period begins on 25th September, 2024 09.00 a.m and ends on 27th September, 2024 05.00 p.m. During this period the eligible members of the Company may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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.

The Company has fixed 21st September 2024 as the "cut-off date" to determine the eligibility to vote by electronic votes. A person whose name is recorded in the register of members as on the cut-off date only shall be entitled to avail the facility of remote e-voting.

Those members who have acquired shares and have become members of the Company after the dispatch of Notice of the AGM by the Company and whose name appears in the Register of Members as on the cut-off date can exercise their voting rights by following the procedure as mentioned in the Notice of AGM.

The instructions for participating in the AGM and the manner of casting votes are provided in the Notice of the AGM. Any person having any queries or issues regarding e-voting, may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Place: Thrissur

Date:

For and on behalf of the Board of Directors

Sd/-

Dr.P M Varkey (DIN: 00220613)

(Chairman)