

NOTICE

Notice is hereby given that the 22nd annual general meeting of the members of the company will be held at 11.00 am on Saturday, the 29th day of September, 2018 at the registered office of the company at XVI/612, NH-47 By-pass, Maradu, Nettloor P.O., Kochi – 682040, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Statement of Profit & Loss of the Company for the year ended March 31, 2018 and Balance Sheet as at that date and reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in the place of Mr Job Varghese (DIN: 02839141) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in the place of Mr K N Prabhakaran Nair (Din: 00900836) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Section 149,152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Mayadevi P (DIN: 07981846), who was appointed as an Additional Director of the Company on 15th November 2017 who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Woman Independent Director of the Company to hold office for a period of one year up to 14th November, 2018, not liable to retire by rotation.
6. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s BBS & Associates, Cost Accountants, Kochi (FRN: 00273) the cost auditors appointed by the board of directors of the Company, to conduct the audit of cost records of the company for the financial year ending March 31, 2019, be paid the remuneration of ₹ 1 lakh (rupees one lakh only) plus tax as applicable.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.

Place : Kochi
Date : 17th August 2018
Regd. Office:
XVI/ 612, NH-47 Bypass
Maradu, Kochi – 682 040

By Order of the Board
Sd/-
R Muralleedharan
Company Secretary

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the company at least forty eight hours (48 hours) before the time of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.
5. The register of members and share transfer books of the company will be closed from Saturday, 22nd September 2018 to Saturday, 29th September 2018. (Both days inclusive).
6. All documents referred in the notice are open for inspection at the registered office of the company during the office hours on all working days.
7. Shareholders seeking any information on the accounts are requested to write to the company well in advance so as to enable the management to keep the information ready.
8. The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after September 29, 2018 to those members whose names appear on the register of members as on September 29, 2018.
9. Members are requested to notify immediately any change in their address to the Registered Office of the Company.
10. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary at the registered office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund.
11. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 29, 2017 (date of last Annual General Meeting) on the website of the Company (www.vpslakeshorehospital.com/investors zone/Details of Unpaid or Unclaimed Dividend) and on the website of the Ministry of Corporate Affairs.

STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO.5: Appointment of Woman / Independent Director of the Company.

As prescribed under Section 149 of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014, a Public Company having a paid up capital of ₹ 10 crore or more or turnover of ₹ 100 crore or more shall have at least two independent directors and a Public Company having a Paid – up Capital of ₹ 100 crore or more is required to appoint a Women Director on the Board of the Company.

The Board of Directors appointed Smt. Mayadevi P (DIN:07981846) as Additional Woman/Independent Director of the Company w.e.f 15.11.2017 in the vacancy caused due to resignation of Dr P K Jameela (DIN: 05281023) for a period of one year from 15.11.2017 to 14.11.2018. In terms of the provisions of the Section 161(1) of the Act, Mrs. Mayadevi P would hold office up to the date of the ensuing Annual General Meeting.

Mrs. Mayadevi P, the Former Zonal Manager of State Bank of Travancore was appointed as an Additional Women/Independent Director of the Company pursuant to Section 149 and 152 of the Companies Act, 2013. The Nomination & Remuneration Committee recommended the appointment of Mrs Mayadevi P as Independent/Women Director. The appointment is required to be approved by the shareholders of the Company at the ensuing General meeting.

Smt. Mayadevi has given the consent in writing to act as Women/Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. She has also given a declaration in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and she has also furnished a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mrs. Mayadevi P as Women Independent Director of the Company for a term of one year from 15th November 2017 to 14th November 2018 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. The appointee shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Mayadevi P fulfils the conditions specified for being appointed as Women/Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and she is independent of management. Copy of the letter of appointment of Mrs. Mayadevi P as Women/Independent Director would be available for inspection at the Registered Office of the company during normal business hours on any working days up to the date of the Annual General Meeting. The letter of appointment is also available on the website of the Company for the information of the shareholders.

Except Mrs. Mayadevi P no Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in this item of business.

BIO DATA of Mrs. Mayadevi P:

Mrs. Mayadevi P (DIN 07981846) was born on 27th April 1954. She holds a Master's Degree in English Literature from Kerala University.

Mrs Mayadevi started her career in State Bank of Travancore in the year 1976 as a Probationary officer. After serving in the banking sector for over 37 years in various positions, she retired in the year 2014 as Zonal Manager (DGM) of Ernakulum Zone of State Bank of Travancore. She has got excellent communication, interpersonal and negotiation skills.

The appointment of Mrs Mayadevi P with many years of experience in public sector bank will be of much help to the organization.

The Board of Directors recommends the aforesaid resolution for approval by the members as an ordinary resolution.

ITEM NO. 6: Ratification of remuneration payable to Cost Auditor for the financial year 2018-19.

The Board, on the recommendation of the Audit Committee has approved the appointment of M/s BBS & Associates, Cost Accountants, Kochi (FRN:00273) as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31.03.2019 on a remuneration of ₹ 100,000/- (Rupees One lakh only) plus tax as applicable.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an ordinary resolution as set out at item No. 6 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.03.2019.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in this item of business.

The Board of Directors recommends the aforesaid resolution for the approval by the members as an Ordinary Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER SECRETARIAL STANDARD-2 ON GENERAL MEETINGS.

Name of Director	Mr Job Varghese (DIN: 02839141)	Mr K N Prabhakaran Nair (DIN: 00900836)	Smt. Mayadevi P (DIN: 07981846)
Date of Birth, Age:	22.06.1951, 66 Yrs	11.10.1943, 74 Yrs	27.04.1954, 64 Yrs
Date of First Appointment:	27/01/2010	25/06/1998	15/11/2017
Qualifications:	Engineer	B.Com & Diploma in Marketing & Administration	M.A (English Language And Literature)
Nature of experience/ Expertise:	Mr Job Varghese is a businessman and citizen of US. He owns a group of Electronic manufacturing and Investment Companies with multinational integration in USA.	Mr. K N P Nair is an NRI businessman engaged in Shipping business in UAE namely rapid Shipping & Logistics.	She worked in State Bank of Travancore for 37 years and retired in the year 2014 as Deputy General Manager. During her service with the bank she was heading Credit department for many years.
Terms and conditions of appointment or re-appointment and details of remuneration	NIL	NIL	Terms and conditions as per the letter of appointment dated 14.11.2017 and eligible for sitting fee for attending Board or Committee meetings
Relationship with other Directors	NIL	NIL	NIL
Number of Meetings of the Board attended during the year	2 out of 4 meetings	2 out of 4 meetings	1 out of 1 meeting
Number of other listed Cos. in which Directorship is held:	NIL	NIL	NIL
Names of the committees of the Board of Other Companies in which Membership/ Chairmanship are held:	NIL	NIL	1. CSR committee 2. N&RC committee 3. Audit committee 4. Share transfer and shareholders / grievance committee
Shareholding in the company	3.93 %	0.7 %	NIL

Place : Kochi

Date : 17th August 2018

Regd. Office:

XVI/ 612, NH-47 Bypass

Maradu, Kochi – 682 040

By Order of the Board

Sd/-

R Muraleedharan

Company Secretary

LAKESHORE HOSPITAL AND RESEARCH CENTRE LIMITED

Regd. Office: XVI/612, NH 47 By Pass, Maradu, Nettoor P.O, Kochi – 682 040.
(CIN: U85110KL1996PLC010260)

Form 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)

22nd Annual General Meeting – September 29, 2018

Name of the Member(s)	:	
Registered Address	:	
E-mail ID/ Phone No.	:	
Folio No.	:	

I/We, being the holder(s) ofequity shares of Lakeshore Hospital and Research Centre Limited, hereby appoint

- Name:.....E-mail ID:
Address:.....
.....Signature:
-or failing him/her
- Name:.....E-mail ID:
Address:.....
.....Signature:
-or failing him/her
- Name:.....E-mail ID:
Address:.....
.....Signature:

as my / our proxy to attend and vote (on poll) for me / us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Saturday, September 29, 2018 at 11.A.M. at the registered office of the Company at No. XVI/612, Maradu, Nettoor P.O, Kochi – 682 040 and any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Particulars
1	To receive, consider and adopt Statement of Profit & Loss of the Company for the year ended March 31, 2018 and Balance Sheet as at that date and Reports of the Board of Directors and Auditors thereon.
2	To declare dividend on equity shares.
3	To appoint a Director in the place of Mr Job Varghese (DIN: 02839141) who retires by rotation and being eligible, offers himself for re-appointment.
4	To appoint a Director in the place of Mr K N Prabhakaran Nair (DIN: 00900836) who retires by rotation and being eligible, offers himself for re-appointment.
5	Appointment of Mrs Mayadevi P (DIN: 07981846) as Woman/Independent Director
6	Remuneration to Cost Auditors

Signed thisday of September, 2018

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.

Affix
Revenue
Stamp of
₹ 1/-