

Notice is hereby given that the meeting of holders of 5% Redeemable Cumulative Preference Shares of Indiana Hospital and Heart Institute Limited will be held on Wednesday, the 16<sup>th</sup> day of March 2022 at the registered office of the company at Mahaveer Circle, Pumpwell Kankanady Post Mangalore, Karnataka - 575002 at 11.00 AM to transact the following special businesses:

**Item No 1**

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

**“RESOLVED THAT** pursuant to Section 48 of the Companies Act, 2013, and applicable provisions, if any of the Companies Act, 2013, read with the rules and regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company the consent of the preference shareholders be and is hereby accorded for the variation of the rights of preference shareholders to the extent of redeeming 2,53,500 (Two Lakh Fifty-Three Thousand Five Hundred) 5% Redeemable Cumulative Preference Shares of Rs 100/- each with immediate effect.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any statutory authority.”

For INDIANA HOSPITAL AND HEART INSTITUTE LIMITED



Managing Director / Director  
**YUSUF ARAMANAYIL**  
Managing Director  
DIN: 00354740

Date: 10.02.2022

Place: Mangalore

Notes:-

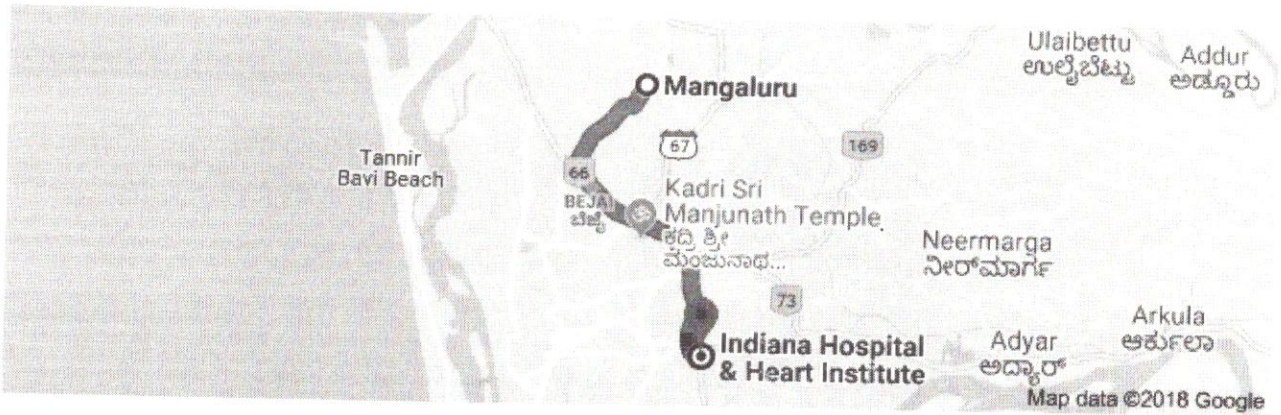
1. A member entitled to attend and vote at the meeting to which this notice relates is entitled to appoint a proxy to attend and vote (on poll) on his/her behalf. a proxy need not be a member of the company. a proxy, in order to be valid/ effective, must be received at the registered office of the company before the commencement of the meeting to which this notice relates.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice and is attached hereto.

3. Members / Proxies should bring their copies of Attendance Slips duly filled in, for attending the meeting.

**Route map of venue of the meeting.**



For INDIANA HOSPITAL & HEART INSTITUTE LIMITED

  
Managing Director / Director

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

**ITEM NO. 1**

The Company on 1st December 2010, 6th December 2010, 10th December 2010, 17th January 2011 and 14th February 2013 issued in total 2,53,500, 5% Redeemable Cumulative Preference Shares of Rs 100/- each. The said shares were due for redemption on or after 10 years from the date of issue. However, due to the unexpected spread of Covid-19 pandemic since March 2020 across the country and related general economic slowdown and fall in the business, the company was not in a position to mobilize the funds required for the redemption. These unanticipated events compelled the management to approach the Hon'ble National Company Law Tribunal, Bengaluru Bench for extending the tenure of existing preference shares by a further period of 2 (Two) years by way of issue of further 5% Redeemable Cumulative Preference shares in lieu of old Preference Shares. The Hon'ble National Company Law Tribunal, Bengaluru Bench has granted the extension for a period of 2 years by their order dated on 28<sup>th</sup> May, 2021.

Now, the management is of the view that, they are in a position to redeem in whole the 5% Redeemable Cumulative Preference Shares and also it would be beneficial for the shareholders of the company if they are able to receive the funds now.

Since, the shares for which extension has been granted are maturing for redemption from December 2022 onwards only as per the Order of Hon'ble National Company Law Tribunal, and the shares allotted on 14<sup>th</sup> February, 2013 are maturing only in the year 2023, a special resolution is to be passed by 5% Redeemable Cumulative Preference Shareholders for approving the redemption of these shares. Accordingly, your directors recommend passing of this resolution.

None of the directors, KMPs, or their relatives are interested in the resolution except to the extent of their shareholdin

**For INDIANA HOSPITAL AND HEART INSTITUTE LIMITED**



**YUSUF ARAMANAYIL**  
Managing Director  
DIN: 00354740

Date: 10.02.2022  
Place: Mangalore

**Classmeeting of 5% Redeemable Cumulative Preference Shareholders, 16<sup>TH</sup> day, of  
March 2022 at 11.00 A.M.**

**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: U85110KA2010PLC052336

Name of the Company: INDIANA HOSPITAL AND HEART INSTITUTE LIMITED

Registered office: Mahaveer Circle, Pumpwell, Kankanady Post, Mangalore KA 575002

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

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Class meeting of 5% Redeemable Cumulative Preference Shareholders, to be held on ..... at the registered office of the Company at 11.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particulars
1.	To redeem the 5% Redeemable Cumulative Preference Shares.

Signed this ..... day of..... 2022

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**