

**SECUNDERABAD  
HEALTHCARE LIMITED**

**23<sup>RD</sup> ANNUAL REPORT  
2013-2014**

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mr. Daniel Solomon Bondugula	:	Managing Director
Mr. Vinay Madhukar Ganu	:	Executive Director
Mr. Rajaram Arjun Rambade	:	Executive Director
Mr. Surendra Naidu Rayapati	:	Non Executive - Independent Director
Dr. Thakur Ramesh Singh Chouhan	:	Non Executive - Independent Director
Mr. Amit Tarachand Shah	:	Non Executive - Independent Director
Mr. Jigar Premchand Motta	:	Non Executive - Independent Director
Mr. S L M Chowdary Palempati	:	Non Executive– Non-Independent Director

**BANKERS**

ING Vysya Bank  
IndusInd Bank  
State Bank of India

**STATUTORY AUDITORS**

D P Agarwal & Co.,  
Chartered Accountants,  
261/263, 4th Floor, Bilquees Mantion,  
D N Road, Fort,  
Mumbai – 400 001

**REGISTERED & CORPORATE OFFICE**

Flat No: 301, 3rd Floor, Supriya Nivas,  
Plot No: 47, Street No: 5, Sagar Society,  
Road No. 2, Banjara Hills, Hyderabad - 500034

**SHARE TRANSFER AGENTS**

M/s. Aarthi Consultants Private Limited  
1-2-285, Domalguda,  
Hyderabad – 500 029.

**LISTING AT:**

Bombay Stock Exchange Limited

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## Secunderabad Healthcare Limited

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### Notice of Annual General Meeting:

Notice is hereby given that the Twenty Third Annual General Meeting of the members of Secunderabad Health Care Limited will be held on Monday, the 29th Day of September, 2014, at 11.00 A.M at Siddhartha Nagar, Welfare Association 8-3-169/163, Siddhartha Nagar, Hyderabad - 500 038 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the period ended on that date and Directors and Auditors Reports there on.
2. To appoint a Director in place of Mr. Vinay Madhukar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajaram Arjun Rambade, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED that, M/s. D P Agarwal & Co., Chartered Accountants (Registration No. 35500) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to pay remuneration as decided by Board of Directors of the company.”

### SPECIAL BUSINESS:

5. To appoint Mr. Surendra Naidu Rayapati (DIN: 00084084) as an Independent Director and in this regard 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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of director) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement and in respect of whom the company has received a notice in writing from a member along with deposit of requisite amount pursuant to Section 160 of the Act, proposing his candidature for the office of Director, Mr. Surendra Naidu Rayapati (DIN: 00084084) be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (Five) years till the date of 29th Annual General Meeting of the company.”

6. To appoint Dr. Thakur Ramesh Singh Chouhan (DIN: 02119216) as an Independent Director and in this regard 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 of the Companies Act, 2013 and the Companies (Appointment and qualification of director) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, and in respect of whom the company has received a notice in writing from a member along with deposit of requisite amount pursuant to

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**Secunderabad Healthcare Limited**

7. To appoint Mr. Amit Tarachand Shah (DIN: 03326801) as an Independent Director and in this regard 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 of the Companies Act, 2013 and the Companies (Appointment and qualification of director) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, and in respect of whom the company has received a notice in writing from a member along with deposit of requisite amount pursuant to Section 160 of the Act, proposing his candidature for the office of Director Mr. Amit Tarachand Shah (DIN: 03326801) be and is hereby appointed as an Independent Director of the Company to hold office for a period of 2 (Two) years till the date of 25th Annual General Meeting of the company.”

8. To appoint Mr. Jigar Premchand Motta (DIN: 02824824) as an Independent Director and in this regard 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 of the Companies Act, 2013 and the Companies (Appointment and qualification of director) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, and in respect of whom the company has received a notice in writing from a member along with deposit of requisite amount pursuant to Section 160 of the Act, proposing his candidature for the office of Director Mr. Jigar Premchand Motta (DIN: 02824824) be and is hereby appointed as an Independent Director of the Company to hold office for a period of 2 (Two) years till the date of 25th Annual General Meeting of the company.”

For and on behalf of the Board

Sd/-

Mr. Daniel Solomon Bondugula  
Chairman & Managing Director

Place: Hyderabad  
Date: 14.08.2014.

**Notes:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The instrument appointing the proxy must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

3. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.

4. The Authorised Representatives of the Corporate Members are requested to bring a certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 duly authorizing them to attend and vote at the Annual General Meeting.

5. An Explanatory 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.

6. The register of members and share transfer books of the Company will remain closed from 24.09.2014 to 29.09.2014 (both days inclusive).

7. Members whose shareholding is in the electronic mode are requested to inform change of address, emails, phone numbers and updates of savings bank account details to their respective depository participants.

8. Members wishing to claim dividends, which remain un claimed are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 and 125 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.

9. Members are requested to send their queries, if any, on the accounts and operations of the Company, to the Company Secretary at least 7 days before the meeting.

10. A Member or his/her proxy is requested to bring the annual report to the meeting as extra copies will not be distributed.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc., from the Company electronically.

12. Pursuant to the provisions of Section 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed **Mr. Ponugoti Satheesh Rao**, Practicing Company Secretary as Scrutinizer.

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## Secunderabad Healthcare Limited

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(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Secunderabad Health Care Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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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### 13. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 25.09.2014 at 10.00 A.M. and ends on 27.09.2014 at 6.00 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 29.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iii) Click on Shareholders.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN Field.</li><li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.</li></ul>

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**Secunderabad Healthcare Limited**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:**

**ITEM NO. 5, 6, 7 and 8**

Mr. Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan, Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta are independent Directors of the company and who have been held the positions for more than 5 (Five) years by Mr. Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan and for 3 (Three) years by Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the date of the 29th Annual General Meeting of the Company Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta be appointed for a period of 2 (Two) years till the date of 25th Annual General Meeting of the Company.

Mr. Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan, Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member's along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan, Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta for the office of Directors of the Company. The Company has also received declarations from Mr. Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan, Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri. U. Dileep Kumar, Shri. V. Vimalanand and Dr. S. Chandrasekhar fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri. U. Dileep Kumar, Shri. V. Vimalanand and Dr. S. Chandrasekhar are independent of the management.

Brief resume of Mr. Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan, Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan, Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

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**Secunderabad Healthcare Limited**

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

For and on behalf of the Board

Sd/-

Mr. Daniel Solomon Bondugula  
Chairman & Managing Director

Place: Hyderabad  
Date: 14.08.2014.

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**Secunderabad Healthcare Limited**

Mr.Surendra Naidu Rayapati, Dr. Thakur Ramesh Singh Chouhan, Mr. Amit Tarachand Shah and Mr. Jigar Premchand Motta are interested in the resolutions set out respectively at Item Nos. 5, 6, 7 and 8 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5, 6, 7 and 8 of the Notice for approval by the shareholders.

For and on behalf of the Board

Sd/-

Mr. Daniel Solomon Bondugula  
Chairman & Managing Director

Place: Hyderabad  
Date: 14.08.2014.