

## **NOTICE TO MEMBERS**

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of the Company will be held on Thursday, the 28th day of September, 2017 at 12:30 PM at Shaheed Udham Singh Kamboj Hall, AE-199/ 200, Shaheed Udham Singh Marg, Shalimar Bagh, Delhi-110088 to transact the following businesses:

### **AS ORDINARY BUSINESS:**

#### **Item no. 1 –**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.

#### **Item no. 2 –**

To appoint a Director in place of Mr. Yogesh Vaidya [DIN: 01185242] who retires by rotation and being eligible, offers himself for re-appointment.

#### **Item no. 3 –**

To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 28<sup>th</sup> day of September, 2015, the appointment of M/s H.K. Batra & Associates, Chartered Accountants, (Firm Registration Number: 009889N) as the auditors of the Company, to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the audit committee in consultation with the auditors.”

**By Order of the Board of  
STG Lifecare Limited**

**(Yogesh Vaidya)  
(Director)  
(DIN: 01185242)**

**Date: 14.08.2017  
Place: Gurgaon**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. **PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members/ proxies are requested to bring their copies of Annual Report to the Meeting.
6. Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
7. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remained closed from August 09, 2016 and August 10, 2016 (both days inclusive).
9. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

11. Facility for making nominations is now available for shareholders in respect of shares held by them. Nomination forms can be obtained from Registrar of the Company namely Sharex Dynamic (India) Pvt. Limited.
12. Members are requested to inform the Company's Registrar and Share transfer agent i.e. Sharex Dynamic (India) Pvt. Ltd., Unit no 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East) Mumbai 400 072 about the changes, if any in their registered addresses along with the Pin Code number, quoting their Folio number and DP ID number. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share transfer Agent of the Company.
13. Member, who are holding shares in identical names in more than one folio are hereby requested to write to the Company or the Registrar, enclosing their Share Certificates to enable the Company to consolidate their holdings.
14. The Company has joined hands with MCA in its Green initiative as per its circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 for electronic delivery of notices/documents and Annual Accounts to the members of the Company. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company quoting their folio number(s).
15. The Annual Report 2016-17, the Notice of the 24<sup>th</sup> AGM, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Sharex Dynamic (India) Pvt. Ltd. Members holding shares in Demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
17. No gifts shall be distributed at the Meeting.
18. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.

Mr. Yogesh Vaidya [DIN: 01185242], aged about 72 years, is B. E. form BITS Pilani. He has worked with various organization of repute and played a pivotal role in planning, and execution of various projects. He holds vide and varied experience of over four decades in planning, advising and execution of various projects.

Mr. Yogesh Vaidya's knowledge and rich experience in industry will be immense benefit of the company.

Mr. Yogesh Vaidya is member of Shareholder Grievance Committee /Stakeholder Relationship Committee, share transfer committee and investment committee.

In the opinion of the Board, Yogesh Vaidya fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment

Your Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Yogesh Vaidya as director.

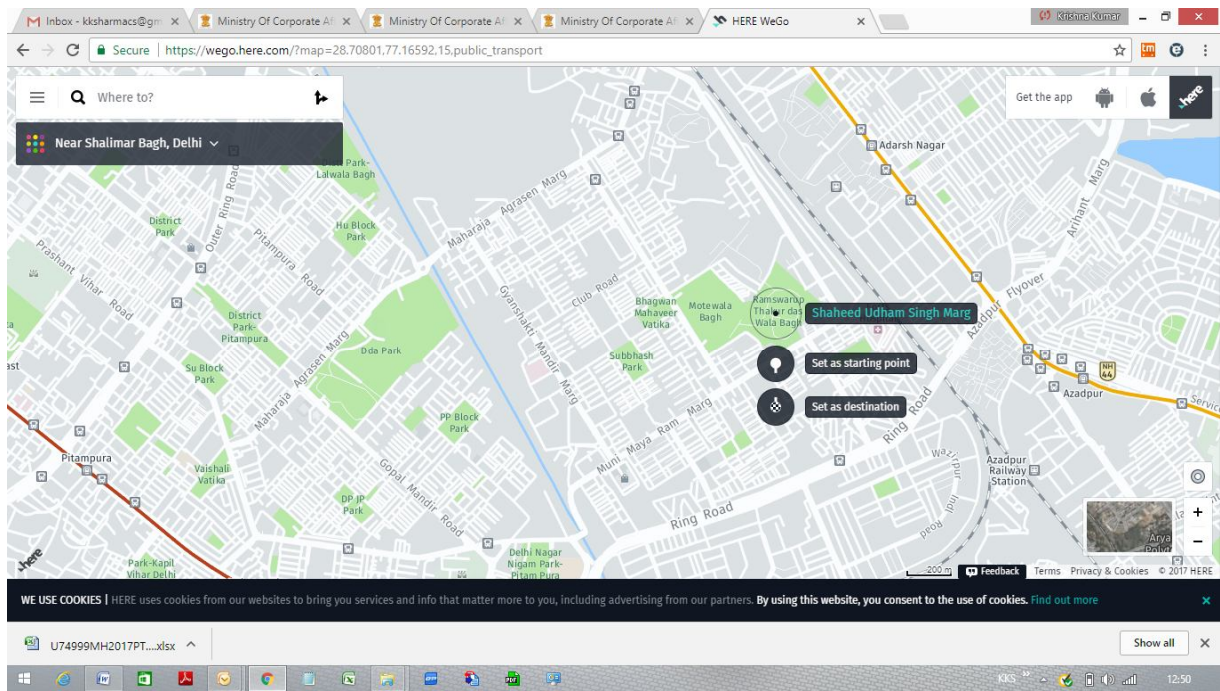
Thus the Board recommends the ordinary resolution in relation to appointment of Yogesh Vaidya as director, for the approval of shareholders of the Company.

Except Mr Yogesh Vaidya, being an appointee and Mrs. Prasanna Vaidya, who happens to be his wife, none of the directors and Key Managerial Personnel or the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item 2.

Details about Mr Yogesh Vaidya seeking re-appointment in the forthcoming annual general meeting is given below:

Particulars	
DIN	01185242
Date of Birth	20/11/1945
Date of Appointment	01/09/1993
Years of Experience	47 years approx
Qualification	Graduate
Number of Shares held as on 31.03.2015	3711250
Relationship with Directors	Relative (husband) of Mrs. Prasanna Vaidya

The relatives of Mr Yogesh Vaidya may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company.



## **DIRECTOR'S REPORT**

Your Directors are pleased to present the Twenty Fourth Annual Report of the company together with the Audited Statements of Accounts for the year ended March 31, 2017.

### **Financial Results:**

<b>Particulars</b>	<b>Year Ended 31<sup>st</sup> March, 2017</b>	<b>Year Ended 31<sup>st</sup> March, 2016</b>
Total Revenue	6,43,008/-	5,42,995/-
Total Expenditure	45,85,296/-	2,00,94,986/-
Profit/(Loss) for the year	(6,07,227)/-	(1,00,79,298)/-

### **STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

Due to steep global economic slowdown with sluggishness and recession in the domestic economy as well as due to restructuring, your company had suffered loss of Rs. 6.07 Lakhs as against the loss of last year amounting Rs. 100.79 Lakhs. Your Directors are hopeful of better performance in the coming year.

### **DIVIDEND**

In view of the current year loss, your Board has decided not to recommend dividend this year.

### **AMOUNTS TRANSFERRED TO RESERVES**

The Board of the company has decided/proposed not to transfer any fund to its reserves.

### **CHANGE IN NATURE OF BUSINESS, IF ANY**

There is no change in nature of business of the company.

### **CHANGES IN SHARE CAPITAL, IF ANY**

During the Financial Year 2016-17, there is no change in Share Capital.

### **DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

According to Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) it is required to provide disclosure regarding issue of equity shares with differential voting rights. For the Financial Year 201-17 there is no Issue of Equity Shares with Differential Rights.

### **DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS**

According to Rule 12 (9) of Companies (Share Capital and Debenture) Rules, 2014 it is required to provide disclosure regarding issue of employee stock option. This disclosure is not applicable as Company has not issue Employee Stock Options.

## **DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES**

According to Rule 8 (13) of Companies (Share Capital and Debenture) Rules, 2014 it is required to provide disclosure regarding issue of sweat equity shares. This disclosure is not applicable as Company has not issued Sweat Equity Shares.

## **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186**

There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There are No material changes / event.

## **CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

### **A. Conservation of Energy**

The operations of company are not energy intensive, however, energy conservation has always been given focus from point of view of cost control. Adequate measures have been taken to conserve and optimize the use of energy by using energy efficient computers and equipment with latest technologies.

### **B. Technology Absorption, Research and Development (R&D)**

In its endeavors to obtain and deliver the best, your company continuously develops and adopts new technologies to aid efficient management of its resources.

### **C. Foreign Exchange Earning and Outgo**

Efforts continue to enlarge the product range and geographical reach on export market in order to maximize foreign exchange inflow and every effort is being made to minimize the foreign exchange outflow.

Total Foreign Exchange Earnings on accrual basis during the period is Nil against Rs. NIL of previous period.

Total Foreign exchange Outgo on actual basis during the year amounted to NIL against Rs. NIL of previous period.

## **Deposits**

No Deposit is accepted during the F.Y. 2016-17.

## **RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM IT HOLDING OR SUBSIDIARY**

There is No receipt of any commission by MD / WTD from a Company and/or receipt of commission / remuneration from it holding or Subsidiary to be provided.

## **SHARES**

No shares were issued during the year.

## **CHANGE IN NATURE OF BUSINESS:**

During the year there was no change in nature of Business of the Company.

## **CORPORATE GOVERNANCE**

The Company is committed to maintain the standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

Declaration by WTD/CFO that the Board Members and SMPs have complied with the Code of Conduct [Regulation 26(3) SEBI (LODR) Regulations, 2015]

## **MANAGERIAL REMUNERATION**

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed to this report **[Annexure 1]**.

## **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

No cases filed, during the Financial Year and their disposal under the Act

## **FRAUD REPORTING**

No frauds which have been reported to the Audit Committee / Board but not to CG have to be disclosed.

## **STATUTORY AUDITORS**

M/s. H. K Batra & Associates, Statutory Auditor of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

## **SECRETARIAL AUDIT REPORT**

As the company is incurring losses for last several years therefore the company has not appointed Secretarial Auditor during the period.

## **EXPLANATION TO AUDITOR'S REMARKS**

Pertaining to qualification no. 1 of auditor's report, it is submitted that the company has received enquiries from the patients from India and abroad for their medical treatment by using the newly designed Website of the Company. The Company is getting excellent response from the hospitals to associate with the company for patient referrals. The Board is of the opinion that the income from this business will increase in near future and the company would be able to carry on its business profitably.

Pertaining to qualification no. 2 of auditor's report, it is submitted that the Board is hopeful of better performance in the coming years. The Board is of the opinion that the company will have sufficient taxable income in the future against which the deferred tax asset could be realized.

## **DECLARATION BY INDEPENDENT DIRECTOR**

Independent directors, in the opinion of the Board, are person of integrity and possess relevant expertise and experience and affirm to the points given u/s 149(6) of Companies Act, 2013.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company has internal control system in place.

## **BOARD MEETINGS**

During the Financial Year 2016-17, 4 (four) meetings of the Board of Directors of the company were held on 27/05/2016, 23/08/2016, 14/11/2016 and 14/02/2017.

## **AUDIT COMMITTEE**

Audit Committee of the company consist of Mr S. M. Pathak, Mr M. C. Shrivastava and Mrs Prasanna Vaidya. Mr S. M. Pathak is the chairman of the audit committee and he is an independent director. The committee met four times during the financial year.

## **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr Yogesh Vaidya, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

Mr Yogesh Chandra Vaidya is the whole time director, Mrs Prasanna Vaidya is woman director, Mr M. C. Shrivastava and Mr S M Pathak are independent directors. Mr Jaideep Sinha is Chief Financial Officer.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

## **POLICY ON SELECTION OF DIRECTORS**

The Company believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board Members are expected to have adequate time and expertise and experience to contribute to effective Board Performance. Accordingly, members should limit their directorships in other company in such a way that it does not interfere with their role as directors of the Company. A director shall not serve as a director in more than 20 companies of which not more than 10 shall be public limited companies. A director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all the companies in which he holds directorships.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

Company incurring huge loss from the last three preceding years and Company did not have funds to comply with Corporate Social Responsibility Policy. Whenever Company will earn profit then Board of Directors will comply with Corporate Social Responsibility Policy.

## **NOMINATION & REMUNERATION COMMITTEE POLICY**

### **1. Introduction**

1.1 STG Lifecare Limited recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.

1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.