

NOTICE OF SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the **SECOND ANNUAL GENERAL MEETING** of the members of **AASTARURMIKA HEALTH CARE PRIVATE LIMITED** will be held on **Monday, the 24th day of July, 2023**, at **5:30 pm** at the Registered office of the Company at **#147-J, Ground Floor, 10th Cross 12th Main, 3rd Block, Koramangala, Bangalore – 560034, Karnataka, India** in Physical Mode to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider, approve and adopt the Audited Annual Accounts of the Company for the Financial Year ended 31st March, 2023 consisting of Balance Sheet, Statement of Profit & Loss and Cash Flow Statement along with Notes appended to the Annual Accounts together with the Report of Directors and Auditors thereon.
- 2) To consider re-election of Mr. Visveswara Gupta Kothamachu (DIN: 09141063), who retires by rotation and being eligible, offers himself for re-election.

SPECIAL BUSINESS:

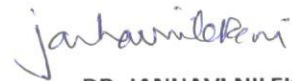
- 3) To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

TO SEEK APPROVAL FOR APPOINTMENT OF MS. NIRMALA AS DIRECTOR

“RESOLVED THAT pursuant to the provisions of section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, read with Article 38 of the Articles of Association of the Company, Ms. Nirmala (DIN: 09800660), who had been appointed as an Additional Director of the Company with effect from 1st December 2022, pursuant to Section 161 of the Act and the Articles of Association of the Company, to hold the office upto the date of the Second Annual General Meeting of the Company, who has consented to act as Director of the Company, if appointed at the ensuing Annual General Meeting, and further has declared that she is eligible to be appointed as Director of the Company and not disqualified under any provisions of the Companies Act, and further that she is not required to obtain security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

For and on behalf of the Board of Directors of
AASTARURMIKA HEALTH CARE PRIVATE LIMITED

Place: Bangalore
Date: 24/07/2023



DR. JANHAVI NILEKANI
Chairperson & Director
(DIN: 00281663)

No. 856, 13th Main Road,
3rd Block, Koramangala,
Bangalore-560034, Karnataka, India

CIN: U85110KA2021PTC143831

AastarUrmika Health Care Private Limited

#147/J, Ground Floor, 10th Cross, 12th Main, 3rd Block Koramangala, Bangalore 560034


Ph: 9845514654; Email: info@aastrika.com

Website: www.aastrika.com

NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, on his behalf. As per Article-29 of Articles of Association of the Company, *only a member of the Company or the relatives as defined in the Act may be appointed as proxy*. Further, Article 29(6) requires that the instrument and proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, before the time appointed for the taking of the poll and in default, the instrument of proxy shall not be treated as valid.
- 2) Members/Proxies are requested to produce the enclosed Attendance Slips duly filled and signed as per the specimen signature recorded with the Company before admission to the Meeting Hall.
- 3) Members may also note that the AGM notice has been displayed on website of the Company.
- 4) Consent for Shorter Notice from Shareholders is being solicited as the company is not able to give Notice of 1 (one) day for the Annual General Meeting in accordance with the Articles of Association of the Company. The form for providing consent by Shareholders for Shorter Notice of AGM is enclosed hereto and the Shareholders are required to provide the forms, duly signed by them as per the specimen signature recorded with the Company before their admission to the meeting hall.
- 5) Members are requested to notify immediately any change in their e-mail id/address to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.
- 6) As per article 36(1) it provides that the Individual Promoter shall not be liable to retire as a Director by rotation and shall be a Director of the Company for life.
- 7) As per clause 27(2) of the Articles of Association of the Company, "At least one (1) day written notice of every General Meeting shall be given to every member and/or Director of the Company at their usual addresses or approved email addresses whether in India or abroad, and to the auditors of the Company, provided, however, that a meeting may be convened by notice shorter than one day if consent is obtained from such of the promoters as are, at the relevant time, Directors or Shareholders in the Company."
- 8) Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and holiday declared for the Company) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
- 9) The Register of Contracts or arrangements in which Directors are interested and Register of Directors and key Managerial Personnel and their Shareholding maintained under Section 189 and 170 of the Companies Act, 2013, and such other Registers which should be kept open for inspection of members, are available for inspection at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
- 10) The copy of Annual Report, Notice of Second Annual general Meeting along-with the supporting Annexures are being sent to the members through e-mail as registered with the Company. Members are requested to update their preferred e-mail ids and addresses with the Company, which will be used for the purpose of future communications. Members who wish to receive printed copy of the Annual Report may send their request to the Company for the same at its registered office before the Annual General Meeting.
- 11) The Explanatory Statement in respect of Special Business as required under section 102 of the Companies Act, 2013 read with Secretarial Standards #2 has been enclosed with this Notice.

For and on behalf of the Board of Directors of
AASTARUMIKA HEALTH CARE PRIVATE LIMITED



DR. JANHAVI NILEKANI
Chairperson & Director
(DIN: 00281663)

No. 856, 13th Main Road,
3rd Block, Koramangala,
Bangalore-560034, Karnataka, India

Place: Bangalore
Date: 24/07/2023

EXPLANATORY STATEMENT UNDER SECTION-102 OF THE COMPANIES ACT, 2013

AGENDA #2:

TO SEEK APPROVAL FOR APPOINTMENT OF MS. NIRMALA AS DIRECTOR

For better management of the Company, Ms. Nirmala having Director Identification Number (DIN) 09800660 had been inducted by the Board as Additional Director on the Board of the Company with effect from 01st December 2022 by way of passing a circular resolution. Her term as Additional Director is coming to an end in this Annual General Meeting and hence, her appointment as Director has been proposed for approval by the shareholders, by way of an Ordinary Resolution.

Disclosures required under SS #2:

Name of Director	Ms. Nirmala
Age	45 years
Qualification	Masters of Business Administration in Finance
Experience	17 years (Corporate and non-profit finance)
Terms and Conditions	Non-Executive Director
Remuneration Last Drawn	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	01/12/2022
Shareholding in the Company	Nil
Relationship with other Directors	Not related to any other Director of the Company in the manner covered under the provisions of Companies Act, 2013
Relationship with Manager	The Company has not appointed any manager defined under the provisions of Companies Act, 2013
Relationship with Key Managerial Personnel (KMP)	Not applicable as there are no KMP in the Company
No. of Meeting of the Board attended during the year	2
Other Directorships	None
Membership or Chairmanship of Committees of other Boards in other companies	None

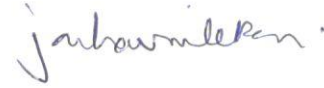
Your Directors recommend the resolution as set out in this Notice under Agenda #2 for your approval by way of Ordinary Resolution.

Disclosure of Interest of Directors and others, as required under Section 102(1) read with the Proviso to Section 102(2) of the Companies Act, 2013:

- a. With respect to the Directors, only the appointee Director may be deemed to be interested or concerned in passing the Resolution covered in Agenda #2.
- b. None of the other directors is related to each other, and hence they are not interested or concerned in the passing of these agenda, except the appointee director himself;
- c. The Company is not having any Manager as defined under the Companies Act, 2013, and hence his/her interest or concern in passing this Resolution does not arise;

- d. Section 203 of the Companies Act, 2013 with regard to appointment of Key Managerial Personnel is not applicable to the Company, and hence their concern or interest, whether financially or otherwise in passing the above Resolution does not arise;
- e. As per the annual disclosures of interest provided to the Company by the Directors of the Company, it may be stated that none of their relatives is deemed to be concerned or interested, financially or otherwise in respect of this agenda. Since the Company did not have any Manager, interest of his/her relative(s) in this Resolution did not arise.

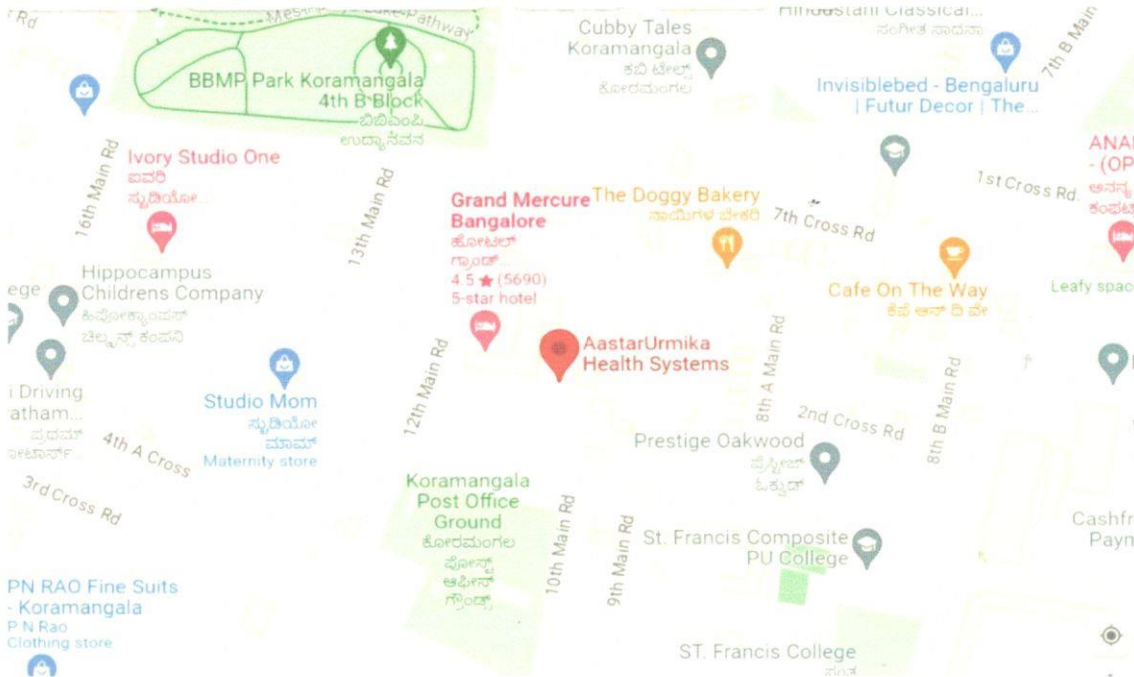
For and on behalf of the Board of Directors of
AASTARUMIKA HEALTH CARE PRIVATE LIMITED



Place: Bangalore
Date: 24/07/2023

DR. JANHAVI NILEKANI
Chairperson & Director
(DIN: 00281663)
No. 856, 13th Main Road,
3rd Block, Koramangala,
Bangalore-560034, Karnataka, India

ROUTE MAP



Venue of the meeting: #147/J, Ground Floor, 10th Cross, 12th Main Road, 3rd Block, Koramangala, Bengaluru- 560034, Karnataka
Landmark: Next to Grand Mercure Hotel, Koramangala

AASTARURMIKA HEALTH CARE PRIVATE LIMITED

Registered Office: No. 856, 13 Main, 3rd Block Koramangala, Bangalore-560034, Karnataka, India

CONSENT BY SHAREHOLDER FOR SHORTER NOTICE

[Pursuant to Section 101(1) of the Companies Act, 2013]

SECOND ANNUAL GENERAL MEETING – 24TH JULY 2023

To,
The Board of Directors
Aastarurmika Healthcare Private Limited
Registered Office: No. 856, 13 Main, 3rd Block Koramangala,
Bangalore-560034, Karnataka, India

I, _____, S/o. or D/o. _____, residing at _____, holding _____ (_____) Equity Shares of Rs.1,000/- each, in the Company in my own name, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting on Monday, the 24th day of July, 2023 at shorter notice.

Date: __, day of _____, 2023

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

AASTARURMIKA HEALTH CARE PRIVATE LIMITED

Registered Office: No. 856, 13 Main, 3rd Block Koramangala, Bangalore-560034, Karnataka, India

ATTENDANCE SLIP - SECOND ANNUAL GENERAL MEETING –24TH JULY 2023**(Please complete this attendance slip and hand it over at the entrance of the Hall)**

I/ We hereby record my/our presence at the Second Annual General Meeting of **AASTARURMIKA HEALTHCARE PRIVATE LIMITED** on **Monday**, the 24th day of July 2023 at **5.30 pm** at **No. 856, 13 Main, 3rd Block Koramangala, Bangalore-560034, Karnataka, India.**

Folio No./DP ID-Client ID:

Full Name of the Shareholder in Block Letters:

No. of Shares held:

Name of Proxy (if any) in Block Letters:

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

**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: U85110KA2021PTC143831
 Name of the Company: AASTARURMIKA HEALTH CARE PRIVATE LIMITED
 Registered Office: # 147/J, Ground Floor, 10th Cross, 12th Main, 3rd Block, Koramangala, Bangalore - 560034

Name of the Member	
Registered address	
E-mail Id.	
Folio No./Client Id	
DP ID	NA

I/We, being the member(s) of (.....) shares of the above-named company, hereby appoint

1	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

2	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

3	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Second Annual General Meeting of the Company, to be held on the **Monday, the 24th day of July 2023 at 5:30 pm** at the **Registered Office of the Company at #147/J, Ground Floor, 10th Cross, 12th Main Road, 3rd Block, Koramangala, Bengaluru-560034, Karnataka** and at any adjournment thereof in respect of the Resolution as are indicated below:

1. To receive, consider, approve and adopt the audited annual accounts of the company for the financial year ended 31st March, 2023.
2. To consider re-election of Mr. Visveswara Gupta Kothamachu (DIN: 09141063), who retires by rotation and being eligible offers, himself for re-election
3. To seek approval for appointment of Ms. Nirmala as Director

Signed this day of..... 2023

Signature of Shareholder:

Affix Revenue stamp

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 before the time for commencement of the Meeting.