



Dispur
Guwahati - 781 006

Regd Office : GNRC Complex, Dispur, Guwahati - 781006

NOTICE OF ANNUAL GENERAL MEETING – 2024

Notice is hereby given that the **39th Annual General Meeting of the Shareholders of GNRC LIMITED** will be held on the **29th day of June, 2024 (Saturday)** at the Registered Office of the Company at GNRC Complex, Dispur, Guwahati 781006 at **3:00 pm** to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the financial statements of the Company for the financial year ended March 31, 2024 along with the consolidated financial statements for the said financial year and the reports of the Board of Directors and the auditors thereto.
2. To appoint Ms/ Walker Chandiook & Co. LLP (with FRN : 001076N/N500013) as Statutory Auditors of the Company for a term of 5 (five) years in place of M/s BSR & Co. LLP – with FRN : 101248W/W-100022) (the outgoing Auditor whose terms ends in this Annual General Meeting-2024) i.e. from the conclusion of AGM of 2024 till the conclusion of AGM-2029.
3. To appoint a Director in place of Dr. (Mrs.) Jayasree Borah (DIN : 08188154) who retires by rotation and, being eligible, offers herself for re-election.

SPECIAL BUSINESS

4. Ratification of remuneration payable to M/s. Manash R & Associates appointed as Cost Auditors of the Company for FY 2024-25 and in this regard to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (as may be amended from time to time) M/s. Manash R & Associates, Cost Accountants (having regd. No : 100975), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2024-25, be paid a remuneration as audit fees of Rs. 50,000.00 (Rupees Fifty Thousand Only) per annum plus applicable taxes and out-of-pocket expenses that may be incurred (details of which are stated in the concerned explanatory statement annexed to the notice of conveying this meeting and which is hereby approved as part of this resolution).”





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“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and approve the Related Party Transactions and in this regard if thought fit, to pass the following resolution as an **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to provisions of section 188 of the Companies Act, 2013 read with applicable rules under the Companies (Meetings of Board and its power) Rules, 2014 (as may be amended from time to time), and also in reference to section 180, 185, 186 and other applicable provisions of the Companies Act, 2013 and its rules the consent of the members of the company be and is hereby accorded for the related party transaction entered into by the company for the financial year 2023-24 (details of which are stated in the concerned explanatory statement annexed to the notice of conveying this meeting and also as stated in the respective notes to accounts of the audited financials of the company for FY : 2023-24 which is hereby approved as part of this resolution).”

“**RESOLVED FURTHER THAT** pursuant to provisions of section 188 of the Companies Act, 2013 read with applicable rules under the Companies (Meetings of Board and its power) Rules, 2014 (as may be amended from time to time) and also in reference to Section 180, 185, 186 and other provisions of the Companies Act, 2013 and its rules as may be applicable , the consent of the members of the company be and are hereby accorded for the related party transactions with parties that may be considered to be related under the Companies Act, 2013 (as detailed in the concerned explanatory statement annexed to the notice of conveying this meeting - pertaining to revised maximum amount per annum, which is hereby approved as part of this resolution) by the company for financial year 2024-25 and every year thereafter to the extent as stated through this resolution, while consent of the members is also accorded to related party transactions by the company that has occurred for FY : 2024-25 --- within the limit as proposed for FY 2024-25 through this resolution (including with GNRC Medishop Pvt. Ltd.).”



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“RESOLVED FURTHER THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 (read with relevant rules) as may be amended from time to time and also in reference to the concerned explanatory statement of this item (considered as part of this resolution) the consent of the members of the company be and is hereby accorded for continue to undertake required transactions (Purchase of Hospital Consumables, Medicine and Pharmacy Consumables, Food & Beverages, Sales, advances etc.) through any arrangements (issuing any Purchase order, requisition, declaration, appointing as an agent for purchase or sale of goods, materials and any services etc.), agreement or understandings between GNRC Ltd. and GNRC Medishop Pvt. Ltd. to an overall limit (on rates and terms as agreed between the two companies) of Rs. 50.00 crores (Rupees Fifty Crores Only) during FY : 2024-25 (including transactions already done for FY 2024-25) and an overall limit of Rs. 50.00 Crores shall also continue for the FY : 2024-25 (and each years thereafter) (unless amended accordingly) (for similar transactions / arrangements as stated in this resolution) (including transactions / arrangements in reference to section 188 (1) (a) & 188 (1) (e)) accordingly.”

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company be and is hereby authorized to do all necessary acts and deeds like executing any document, MOUs, agreements, declaration, application forms, nominating any appropriate officers / Directors etc. that may be required in behalf of the Company and all generally do all such acts and deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. To consider and approve for increase in sitting fees of the Board & Committee members and amendment of the Articles of Association of the Company accordingly and if thought fit to pass the following as **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 (the Act) and other applicable provisions and rules under the Act (as may be amended from time to time) the consent of the members of the Company be and is hereby given to amend the Articles of Association (AOA) of the Company (with regards to Remuneration to Directors) in the manner as stated below :



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A. The existing AOA clause no :V (34) : Remuneration to Directors

The Directors shall be paid a sum of Rs. 15000/- (Rupees Fifteen Thousand only) for attending each meeting of the Board of Directors of the Company and a sum of Rs. 5,000 (Rupees Five Thousand Only) for attending any Committee Meeting of the Board of Directors thereof. The Directors shall also be paid all travelling, accommodation and other expenses incurred by them for attending such meetings.

B. Existing AOA Clause no V (34) revised : Remuneration to Board of Directors:

With regards to applicable provisions under the Companies Act, 2013 & rules the Directors of the Company (including Non-Executive & Independent) shall be paid a sitting fees as may be decided by the Board from time to time with a maximum of Rs. 1,00,000.00 (Rupees One Lakh Only) per meeting of the Board or committee as attended by the Director. The Directors shall also be paid all travelling, accommodation and other expenses incurred by them for attending such meetings & other fees etc. as may be decided by the company & permitted under the Companies Act, 2013 & and its rules accordingly (as may be amended from time to time).

“ RESOLVED FURTHER THAT with regards to the above and pursuant to section 14 of the Companies Act 2013 and its other applicable provisions & rules (as may be amended from time to time) the consent of the members of the Company be and is hereby accorded to amend and file the amended Articles of Association of the Company in format (as may be required) as prescribed under the Companies Act, 2013 & its rules and the same be filed with the concerned Register of Companies accordingly.”





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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to set the limit of sitting fees for attending the Board of Directors & its committee meetings from time to time which shall be within the limit of this authorization (under Companies Act, 2013 & its rules) & to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board of Directors
of GNRC Ltd.

For GNRC Ltd.

(Biswajit Das) Secretary

Company Secretary

Dated: 28th May, 2024

Place : Guwahati



Registered Office :

GNRC Complex, Dispur

Guwahati- 781006, Assam

Ph no : 9957654939 / 8486233403 , Email : biswajitdascs@gnrchospitals.com

NOTES

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special business to be transacted at this AGM is annexed.
- b) Members can also attain and participate the meeting through audio visual means. In this regards members are requested to contact the department of Company Secretary of the Company in advance at the following contact details :Ph no : 9957654939 / 8486233403/, mail : biswajitdascs@gnrchospitals.com for the online login details of the AGM, 2024.



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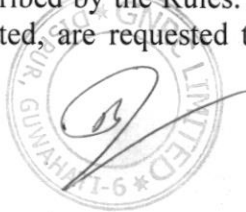
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- c) The facility of joining the meeting shall be kept open at least 15 minutes before the time schedule to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. The facility shall allow two way communication and the members shall be allowed to pose questions, vote concurrently or submit questions in advance on the email address mentioned in this notice.
- d) Attendance of members through audio visual means shall be recorded and also be counted for the purpose of reckoning the quorum only in pursuant to Companies Act, 2013.
- e) A member entitled to attend and vote at the Annual General Meeting of the company is entitled to appoint a proxy / representatives to participate and vote instead of himself / herself / itself. The details can be communicated to the mentioned email id of the company in advance.
- f) Proxies shall be lodged / communicated with the Company's registered office at least 48 hours before the commencement of the Meeting and addressed to the Company Secretary, GNRC Ltd., GNRC Complex, Dispur, Guwahati-781006, Assam, Ph no : 9957654939 /8486233403, mail : biswajitdasc@gnrchospitals.com (concerned form for appointment of Proxy attached with this AGM-2024 notice).
- g) Members attending the meeting through online mode can participate and also provide their voting on the resolutions by sending emails to biswajitdasc@gnrchospitals.com or show of hands during the meeting.
- h) Route map of the AGM venue, pursuant to the Secretarial Standard on General Meeting, is also annexed.
- i) Relevant documents as may be referred to in the accompanying Notice and the Explanatory Statement can be inspected at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company (or have a visual of the same through audio visual mode as required).
- j) As per section 124 of the Companies Act, 2013 and applicable provisions of the IEPF Rules (Investor Education and Protection Fund) including its amendment and notification from time to time the Company needs to transfer the dividends remaining unpaid and unclaimed for seven years to IEPF Account of the Government and further as per latest amendment process the transfer of those shares whose shareholders has not claimed dividend for past seven years to IEPF Suspense Account as prescribed by the Rules. Hence members who wish to claim Dividends, which remain unclaimed as stated, are requested to correspond with the Department of Company Secretary at

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registered office of the Company at GNRC Complex, Dispur Supermarket, Guwahati-781006, Assam, , Ph no : 9957654939 / 8486233403, mail : biswajitdascs@gnrchospitals.com

k) Members are requested to update and register their following details to the Company : Detailed contact address, Phone numbers and E-mail Ids, Name as per Bank Account, KYC details to the Department of Company Secretary at registered office of the Company at GNRC Complex, Dispur Supermarket, Guwahati-781006, Assam. Ph no : 9957654939 / 8486233403, mail : biswajitdascs@gnrchospitals.com

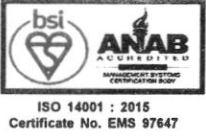
l) Share holders may now avail of nomination facility under Section 72 of the Companies Act, 2013. A proforma Nomination Form is enclosed herewith. Further the Company may also be informed for any name correction in share certificate, issue of duplicate share certificate or any transmission required etc.

m) As prescribed under the applicable regulatory developments a Company shall issue, transfer or transmit equity shares issued by it which are only in DEMAT FORM (in a prescribed electronic format), i.e. it has become mandatory to transact all shares related matters only in DEMAT mode (dematerialised form). Hence all the shareholders of the Company shall hold their equity shares of the Company in DEMAT form. We request all shareholders to contact office of the Company Secretary for assistance & ensuring completion of the DEMAT process immediately (this being a time bound mandatory requirement hence we request all concerned for immediate action accordingly). Contact details: Department of Company Secretary, at GNRC Complex, Dispur Supermarket, Guwahati-781006, Assam. Email ID: biswajitdascs@gnrchospitals.com Ph no : 9957654939 / 8486233403. The Shareholders are also requested to contact their respective **Depository Participants** (where they have their Demat account or they wish to open their Demat account—based on CDSL or NSDL) and provide details to the company for necessary facilitation accordingly.

Further kindly note the following :

1. The concerned Registrar & Share Transfer agent of the Company : KFin Technologies Ltd. (formerly known as KFin Technologies Pvt. Ltd.) Selenium Tower-B, Plot No: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Rangareddi, Telangana, Website :www.kfintech.com., mail : reachus@kfintech.com, Ph no : +91-40-67162222 / 79611000.





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2. GNRC LTD. CDSL EQUITY ISIN NO : INE653Z01015.
3. GNRC LTD. NSDL EQUITY ISIN NO : INE653Z01015

{Shareholders with their DEMAT account based on CDSL or NSDL (both are approved Depository Service Providers of India) can use the respective ISIN no accordingly}

EXPLANATORY STATEMENT TO AGM NOTICE – 2024 (SPECIAL BUSINESS)
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 4 :

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 rules and its amendment from time to time your Company is to get its Cost records audited by an Qualified Cost Accountant. The Board on recommendation of the Audit Committee has accordingly approved the appointment of M/s Manash R. & Associates, Cost Accountants bearing registration No: 100975 at an total remuneration as Audit fees of Rs. 50,000.00 (Rupees Fifty Thousand Only) plus applicable service tax and re-imbusement of out-of-pocket expenses, for conducting the audit of Cost records of the Company across various segments for the financial year ending 31st March, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors appointed as above has to be ratified by the members of the Company accordingly as stated in the resolution in item no: 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at item no 4 of the Notice for approval by the members as **ORDINARY RESOLUTION**





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ITEM NO 5 :

Your Company needs to do certain transactions with various Companies / entities / personals which may be considered to be related with the company, its promoters and directors in one way or the other (in terms of Companies Act, 2013). The Company primarily has to do transactions of following nature:

- a) Purchase of Hospital consumables, Food & Beverages, Medicine and Pharmaceutical products for its Hospital pharmacies, sale, Payments, Rent, short terms advances etc. with GNRC Medishop Pvt. Ltd.
- b) Payment of statutory dues etc. and other expenses on the basis of reimbursement
- c) Short term borrowings / advances and adjustments during the year
- d) Payment of remunerations
- e) Loans/ advances, and & Investment in equity shares etc. from time to time as necessary and permitted (Primarily to its wholly owned Subsidiaries) in terms of applicable provisions of the Companies Act, 2013 & its rules
- f) Or any such transactions that can be considered as related party under the Companies Act, 2013

As per provisions of section 188 of the Companies Act, 2013 read with applicable rules under the Companies (Meetings of Board and its power) Rules, 2014 (as may be amended from time to time) (also in reference of section 180, 185 & 186 as applicable) the Company has to intimate and take approvals in all required cases pertaining to any concerned transactions with parties that may be considered as related from the members of the Company accordingly.

In this regards the details of all such transaction undertaken during FY : 2023-24 (also stated in the respective notes to accounts of the audited financials of the company for FY : 2023-24) and proposed to be entered during FY 2024-25 and thereafter has been placed before the members for due approval through the **SPECIAL RESOLUTION** as stated in item no 5 of this notice (which has duly been recommended & approved by the Audit committee and Board of Directors respectively)





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The details of transactions are stated through the following Annexure :

1. **RELATED PARTY TRANSACTIONS ENTERED DURING THE FINANCIAL YEAR 2023-24 : AS ANNEXURE I TO THIS NOTICE**
2. **REVISED PROPOSED RELATED TRANSACTIONS LIMITS W.E.F. FINANCIAL YEAR 2024-25 AND THEREAFTER : AS ANNEXURE II TO THIS NOTICE**

The Directors or Key Managerial Personnel of the company shall be deemed as concerned in this resolution to the extent of their interest in the mentioned parties in terms of the provisions of section 188 of the Companies Act, 2013 and its relevant rules.

ITEM NO : 6 :

This is for kind information of the members that taking into consideration the valuable time given by our Directors the Company proposes to increase the sitting fees for its Board & Committee meeting. Hence the matters has been placed by the Board of Directors before the shareholders for necessary approval as per Companies Act, 2013.

As per the provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board of directors thereof which shall not exceed Rs. 1,00,000.00 (Rupees One lakh) per meeting of the Board or committee thereof, provided that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

Through this resolution the company proposes to set the limit for payment of sitting fees and in this regards the existing Articles of Association (Article clause V (34)) of the Company shall be amended accordingly as approved by the shareholders vide section 14 of the Companies Act, 2013.





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None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested in the resolution except Dr. (Mrs.) Jayasree Borah (Non Executive Director) & the Independent Directors.

The Board recommends the Ordinary Resolution set out at item no 6 of the Notice for approval by the members as **SPECIAL RESOLUTION**.

For and on behalf of the Board of Directors
of GNRC Ltd.


Company Secretary
(Biswajit Das)
Company Secretary



Date : 28th May, 2024

Place : Guwahati

Registered Office :

GNRC Complex, Dispur
Guwahati- 781006, Assam

Ph no : 9957654939 / 8486233403 , Email : biswajitdascs@gnrchospitals.com

GNRC Limited

FINANCIAL YEAR : 2023-24 (STANDALONE)

Amount in Rupees Lakhs

Related party disclosures (as per Ind AS 24 - Related Party Disclosures to Audited Results)

A. List of related parties and their relationship

*Annexure I to Explanatory statement of AGM Notice-
2024 item no : 5*

Nature of relation	Name of the related party
(a) Enterprises over which the Company has control	
Wholly owned subsidiary	GNRC Community Hospitals Limited
Wholly owned subsidiary	Good Health Hospitals Private Limited
(b) Key Managerial Personnel	
Chairman cum Managing Director (CMD)	Dr. Nomal Chandra Borah
Deputy Managing Director	Priyanka Borah
Executive Director	Satabdee Borah
Executive Director	Dr. Madhurjya Borah
Chief Executive Officer (w.e.f : 21.01.2023)	Dr. Ashish Malakar
Non Executive Director	Jayasree Borah
Non Executive Director (Resigned w.e.f: 17.01.2023)	Dr.Tarun Chandra Borah
Chief Financial Officer	Anshul Khemka
Company Secretary	Biswajit Das
(c) Enterprises having significant influence over the Company	
	Satabdee Associates Private Limited
	Priyanka Healthcare and Allied Products Private Limited
(d) Enterprises owned or significantly influenced by the Key Managerial Personnel or their relatives	
	GNRC Plastics Private Limited
	GNRC Engineering and Construction Private Limited
	Olwyn Pharma Private Limited
	Millenium Marketing & Medical Services Private Limited
	Nezone Marketing & Medical Services Private Limited
	Brahmaputra Teak Plantations of Assam Private Limited
	GNRC Medishop Private Limited

B. Transactions and Outstanding balances with entity having control over the Company

Transactions during the year ended*:

Name of related parties-Subsidiaries	Nature of transactions	Transaction during the year ended 31 March 2024	Transaction during the year ended 31 March 2023
Good Health Hospital Private Limited	Reimbursement of expenses	1.01	-
	Purchase of Medicines	-	-
	Sale of Services	112.80	-
	Sales of F&B	-	0.34
	Interest on loans	2.46	5.07
	Loans given	2.00	168.40
	Loans repaid	94.36	83.57
GNRC Community Hospitals Limited	Purchase of Medicines	-	0.21
	Reimbursement of expenses	0.57	-
	Loans given	1,180.07	758.52
	Loans repaid (including interest)	48.00	139.42
	Interest on loans	163.15	40.24
	Sales of property, plant and equipments	5.88	7.99
	Payment made against purchase	-	-

*The above transactions are excluding taxes



GNRC Limited

FINANCIAL YEAR : 2023-24 (STANDALONE)

Amount in Rupees Lakhs

Balances payable to related parties are as follows:

Name of related parties-Subsidiaries	Nature of transactions	Outstanding amount as at 31 March 2024	Outstanding amount as at 31 March 2023
GNRC Community Hospitals Limited	Investments in equity shares	5,538.96	5,538.96
Good Health Hospital Private Limited	Investment in equity shares	1,701.00	1,701.00

Balances receivable from related parties are as follows:

Name of related parties-Subsidiaries	Nature of transactions	Outstanding amount as at 31 March 2024	Outstanding amount as at 31 March 2023
Priyanka Healthcare & Allied Products Private Limited	Advances for supplies and others	-	0.19
GNRC Community Hospitals Limited	Loans outstanding	1,938.24	659.34
	Loss allowance on loans	(1,938.24)	(659.34)
	Trade & other receivables	14.23	7.78
Good Health Hospital Private Limited	Loans outstanding	-	89.90
	Trade receivables	25.96	0.34

C. Enterprises having significant influence over the Company

Transactions during the year ended:

Name of related parties	Nature of transactions	Transaction during the year ended 31 March 2024	Transaction during the year ended 31 March 2023
Priyanka Healthcare & Allied Products Private Limited	Reimbursement of expenses	-	0.19
Satabdee Associates Private Limited	Reimbursement of expenses	0.16	0.45

D. Enterprises owned or significantly influenced by the Key Managerial Personnel or their relatives

Transactions during the year ended:

Name of related parties	Nature of transactions	Transaction during the year ended 31 March 2024	Transaction during the year ended 31 March 2023
GNRC Plastics Private Limited	Reimbursement of expenses	0.16	0.15
GNRC Engineering and Construction Private Limited	Reimbursement of expenses	0.18	0.39
Olwyn Pharma Private Limited	Reimbursement of expenses	-	0.11
Millenium Marketing & Medical Services Private Limited	Reimbursement of expenses	0.16	0.53
Nezone Marketing & Medical Services Private Limited	Reimbursement of expenses	0.16	0.44
Brahmaputra Teak Plantations of Assam Private Limited	Reimbursement of expenses	0.16	0.45
GNRC Medishop Private Limited	Purchase of hospital consumables, pharmacy, food and beverage items	3,284.53	2,945.57
	Reimbursement of Expenses	0.72	0.72
	Rent received	2.94	2.94
	Payments made	2,947.62	2,651.92
	Advance given	92.00	115.00
	Advance repaid	92.00	115.00
	Short term loan taken (interest free)	-	-



GNRC Limited

FINANCIAL YEAR : 2023-24 (STANDALONE)

Amount in Rupees Lakhs

Balances payable to related parties are as follows:

Name of related parties	Nature of transactions	Outstanding amount as at 31 March 2024	Outstanding amount as at 31 March 2023
GNRC Medishop Private Limited	Net payable against purchase	1,317.48	988.02

E. Transactions with key management personnel:

Transactions during the year ended:

Name of related parties	Nature of transactions	Transaction during the year ended 31 March 2024	Transaction during the year ended 31 March 2023
Dr. Nomal Chandra Borah	Remuneration	36.00	36.00
Priyanka Borah	Remuneration	24.96	24.18
Satabdee Borah	Remuneration	24.49	21.84
Dr. Madhurjya Borah	Remuneration	21.85	19.50
Jayasree Borah	Sitting fees	0.95	1.05
Tarun Chandra Borah	Sitting fees	-	0.60
Anshul Khemka	Remuneration	23.30	21.78
Dr. Ashish Malakar	Remuneration	49.46	9.71
Biswajit Das	Remuneration	14.00	13.02

Balances payable to related parties are as follows:

Name of related parties	Nature of transactions	Outstanding amount as at 31 March 2024	Outstanding amount as at 31 March 2023
Dr. Nomal Chandra Borah	Remuneration	3.00	6.00
Priyanka Borah	Remuneration	1.95	3.90
Satabdee Borah	Remuneration	2.02	3.52
Dr. Madhurjya Borah	Remuneration	1.79	3.12
Dr. Ashish Malakar	Remuneration	4.12	4.12
Anshul Khemka	Remuneration	2.09	1.89
Biswajit Das	Remuneration	1.25	1.14

Sitting fees is before applicable Taxes

Post employment benefits:

Short term employee benefits to key managerial personnel as disclosed above does not include the provisions made for gratuity and leave benefits **Rs 37.71 lakhs and Rs 10.23 lakhs** (31 March 2023: Rs 34.13 lakhs and Rs 7.82 lakhs) respectively.

All transactions with these related parties are priced on an arm's length basis. None of the balances are secured.



PROPOSED REVISED RELATED PARTY TRANSACTION PER YEAR W.E.F FINANCIAL YEAR 2024-25 AND YEAR TO YEAR THEREAFTER. ANNEXURE II to Explanatory Statement of AGM-2024 item no : 5

SL NO	NAME	RELATIONSHIP	MAXIMUM VALUE OF TRANSACTION PER ANNUM (Rs.)	NATURE OF TRANSACTION
1	GNRC Community Hospitals Ltd.	Subsidiary	Rs. 20,00,00,000.00 or as per authorised Share capital which ever is less	Equity Investments, Loans & advances, guarantee and other statutory expenses / fees on reimbursement basis, sale & purchase etc. (For Kolkata Hospital)
2	GNRC Plastics Pvt. Ltd.	Enterprise owned or significantly influenced by the Directors / Key Managerial Personal or their relatives	Rs. 1,00,000.00	Statutory fees, Filing fees etc. on reimbursement basis
3	GNRC Engineerings & Constructions Pvt. Ltd.	Enterprise owned or significantly influenced by the Directors / Key Managerial Personal or their relatives	Rs. 1,00,000.00	Statutory fees, Filing fees etc. on reimbursement basis
4	Olwyn Pharma Pvt. Ltd.	Enterprise owned or significantly influenced by Directors / Key Managerial Personal or their relatives	Rs. 1 Crore (Only subjected to compliance with Companies Act, 2013 its rules & other statutory provisions & conditions)	Investments & Loans, Corporate Guarantee, Statutory fees, filling fees etc. on reimbursement basis & other short term advances
5	Nezone Marketing & Medical Services Pvt. Ltd.	Enterprise owned or significantly influenced by the Directors / Key Managerial Personal or their relatives	Rs. 1,00,000.00	Statutory fees, Filing fees etc. on reimbursement basis



PROPOSED REVISED RELATED PARTY TRANSACTION PER YEAR W.E.F FINANCIAL YEAR 2024-25 AND YEAR TO YEAR THEREAFTER. ANNEXURE II to Explanatory Statement of AGM-2024 item no : 5

6	Brahmaputra Teak Plantations of Assam Pvt. Ltd.	Enterprise owned or significantly influenced by the Directors / Key Managerial Personal or their relatives	Rs. 1,00,000.00	Statutory fees, Filing fees etc. on reimbursement basis
7	Priyanka Healthcare & Allied Products Pvt. Ltd.	Enterprise owned or significantly influenced by the Directors / Key Managerial Personal or their relatives	Rs. 1,00,000.00	Statutory fees, Filing fees etc. on reimbursement basis
8	Satabdee Associates Pvt. Ltd.	Enterprise owned or significantly influenced by the Directors / Key Managerial Personal or their relatives	Rs. 1,00,000.00	Statutory fees, Filing fees etc. on reimbursement basis
9	GNRC Medishop Pvt. Ltd.	Enterprise owned or significantly influenced by the Directors / Key Managerial Personal or their relatives	Rs. 50,00,00,000.00	1. Purchase of Grocery items, Hospital consumables, and Pharmacy & Medicines consumables and payments (including advance & repayments), And Sale of Canteen food items etc. 2. Payment of statutory fees, short term Advances, other transactions etc. on reimbursement basis 3. Advances against purchases etc. Rent
			Rs. 12,00,000.00	4. Total Rent



PROPOSED REVISED RELATED PARTY TRANSACTION PER YEAR W.E.F FINANCIAL YEAR 2024-25 AND YEAR TO YEAR THEREAFTER. ANNEXURE II to Explanatory Statement of AGM-2024 item no : 5

10	Good Health Hospital Pvt. Ltd.	Subsidiary	3,00,00,000.00	Equity Investments, Loans & advances, guarantee and other statutory expenses / fees on reimbursement basis , Sale & purchase etc.
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GNRC Ltd.

Regd. Office : GNRC Complex, Dispur, Guwahati-781006, Assam

CIN: U85110AS1985PLC002447

Website : www.gnrchospitals.com, E-mail : biswajitdasc@gnrchospitals.com

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]

Name of the Member(s) :		
Registered Address :		
E-mail Id:	Folio No /Client ID:	DP ID:

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

1. Name :	E-mail Id:
Address:	
Signature :	or failing him:

2. Name :	E-mail Id:
Address:	
Signature :	or failing him

3. Name:	E-mail Id:
Address:	
Signature :	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the company, to be held on the **29th day of June, 2024 at 3:00 p.m.** at GNRC Complex, Dispur, Guwahati-781006, Assam and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

Resolution No:

Ordinary Business:	
Sl.No.	Item
1.	To receive, consider and adopt the Company's Balance sheet (including the Consolidated Balance sheet) as at 31 st day of March, 2024 and the Profit & Loss Account (including the Consolidated Profit & Loss account) for the year ended on that date along with the Directors' Report thereon and Auditors Report thereto
2.	To appoint Ms/ Walker Chandiook & Co. LLP (with FRN : 001076N/N500013) as Statutory Auditors of the Company in place of M/s BSR & Co. LLP – with FRN : 101248W/W-100022)
3.	To appoint a Director in place of Dr. (Mrs.) Jayasree Borah (DIN : 08188154) who retires by rotation and, being eligible, offers herself for re-election.



Special Business :	
4.	To ratify the remuneration of Cost Auditors for the financial year ending 31 st March, 2025
5.	To consider and approve the Related Party Transactions
6.	To consider and approve the increase in sitting fees for Board & Committee members and amendment of Articles of Association of the Company accordingly

(Item No : 5 to 6 as Special Resolution)

Signed this ____ day of ____ 2024

Affix
Revenue
Stamp

Signature of Shareholder.....

Signature of the shareholder
across Revenue Stamp

Signature of the Proxy holder (s)

Note:

- 1) 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. Or communicated to the Company to email ID : biswajitdases@gnrchospitals.com, Ph no : 99576-54939
- 2) The proxy need not be a member of the company



GNRC Ltd.

Regd. Office : GNRC Complex, Dispur, Guwahati-781006, Assam

CIN: U85110AS1985PLC002447

Website : www.gnrchospitals.com, E-mail : biswajitdases@gnrchospitals.com, Ph No : 9957654939

ATTENDANCE SLIP

I/ We hereby record my/ our presence at the 39th Annual General Meeting of the shareholders of GNRC Ltd. held at GNRC Complex, Dispur, Guwahati-781006, Assam on the **29th day of June, 2024**

Name of First / Sole Shareholder :

Address :

Ledger Folio No :

Number of Shares held :

Name of Representative(Corporate) / Proxy

Signature of First / Sole Shareholder:

Signature of Representative (Corporate) / Proxy :



Form No. SH-13
Nomination Form

**[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of
the Companies (Share Capital and Debentures) Rules 2014]**

To
GNRC Limited:
GNRC Complex, Dispur
Guwahati 781006:

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) Particulars of the Securities (in respect of which nomination is being made)-

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) Particulars of Nominee/s-

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) In case Nominee is a Minor-

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name:
Address:
Name of the Security
Holder (s) Signature
Witness with name and address



ROUTE MAP TO VENUE

