



ISO 14001 : 2015
Certificate No. EMS 97647
Dispur
Guwahati - 781 006

GNRC LTD

Quality • Value • Trust

(An ISO 14001 : 2015 Organization)

Regd Office : GNRC Complex, Dispur, Guwahati - 781006

CIN : U85110AS1985PLC002447



Sixmile, Guwahati - 781 022

GNRC Medical
North Guwahati - 781031

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra Ordinary General Meeting of the Shareholders of GNRC LIMITED** will be held on the **29th day of March, 2025 (Saturday)** at the Registered Office of the Company at GNRC Complex, Dispur, Guwahati 781006 at **3:00 pm** to transact the following business :

SPECIAL BUSINESS

1. To consider and approve the increase in over all limits in Investment , Loans & advances and in this regard if thought fit, to pass the following resolution as an **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to section 180, 186, 188, 185 and Companies (Meeting of Board and its Powers) Rules, 2014 other applicable provisions of the Companies Act, 2013 and its relevant rules (as may be amended from time to time) and also subject to any other provisions if applicable the consent of the members of the Company be and is here by accorded for approving that GNRC Ltd. can make an overall Loan and Investments, guarantees (including equity shares, preference shares, any appropriate secured and non-secured instruments, Convertible loans- to equity through any MOU, etc.) under section 185 & 186 or other applicable sections of the Act and rules respectively to its Wholly owned subsidiaries and associated entities etc. to the extent of Rs. 500.00 Crores (Rupees Five Hundred Crores) in phases (including Loans & advances, guarantees already given and investments already made) (increased from existing limit of Rs. 100.00 Crores ---which was approved vide AGM dated 06.08.2022) as detailed below :

1. Loans & Advances & Equity Investments, guarantee etc. to 100% wholly owned subsidiary Company GNRC Community Hospital Ltd. to the overall extent of Rs. 300.00 Crores (Rupees Three Hundred Crores Only) (also subjected to the limit of authorized share capital or as allowed under the Companies Act, 2013 whichever is higher).
2. Continue Loans & Advances & Equity Investments, guarantee etc. to 100% wholly owned subsidiary Company Good Health Hospital Pvt. Ltd. to the overall extent of Rs. 100.00 Crores (Rupees Hundred Crores Only) (also subjected to the limit of authorized share capital or as allowed under the Companies Act, 2013 whichever is higher).





ISO 14001 : 2015
Certificate No. EMS 97647
Dispur
Guwahati - 781 006

GNRC LTD

Quality • Value • Trust

(An ISO 14001 : 2015 Organization)

Regd Office : GNRC Complex, Dispur, Guwahati - 781006

CIN : U85110AS1985PLC002447



Sixmile, Guwahati - 781 022

GNRC Medical
North Guwahati - 781031

3. Investment, Loans & advances, guarantee etc. and other day to day transactions with GNRC Medishop Pvt. Ltd. to an overall limit of Rs. 80 Crores (Rupees Eighty Crores Only)
4. Loans and advances, guarantees, investment etc. to other entities associated i.e. maximum to the extent of Rs. 20.00 Crore in all other sister concerns / entities/ Group Companies as declared in this statutory returns under Companies Act, 2013 and audited financials.
5. Shall be in addition with any earlier resolutions

“**FURTHER RESOLVED THAT** the Company shall be able to have (and continue to have) required investments, loans & advances, guarantees including to its subsidiaries and associated / related entities to the limit as provided under the section 185 & 186 of Companies Act, 2013 read with and Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions and relevant rules (as may be amended from time to time).”

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.”

2. To consider and approve the authorization of the Board of Directors for settlement of the matter relating to Land bank of the Company at Bajali District of Assam and in this regard if thought fit, to pass the following resolution as an **SPECIAL RESOLUTION**

“**RESOLVED THAT** pursuant to section 179, 180 and other applicable provisions and rules under the Companies Act, 2013 (as may be amended from time to time) and also in pursuant to any other facts and understandings if any, the consent of the members of the Company be and is hereby accorded to the Company to transfer / dispose / settle etc. through appropriate and permitted means, value etc. the concerned land bank of the Company at revenue village : Dharamtala, Dist : Bajali, Assam to the earlier transferor and other eligible person, entities etc. after due verifications of all necessary details & documents in best interest of the Company and all concerned.”





ISO 14001 : 2015
Certificate No. EMS 97647

Dispur
Guwahati - 781 006

GNRC LTD

Quality • Value • Trust

(An ISO 14001 : 2015 Organization)

Regd Office : GNRC Complex, Dispur, Guwahati - 781006

CIN : U85110AS1985PLC002447



Sixmile, Guwahati - 781 022

GNRC Medical
North Guwahati - 781031

“ **FURTHER RESOLVED THAT** all such options shall be duly deliberated with regards to operation and strategic matters and its Compliances to applicable laws (Companies Act, Civil laws, Tax laws etc.) and disclosures and implemented accordingly with necessary reporting to the Board from time to time.”

“**FURTHER RESOLVED THAT** Board of Directors of the Company (including any committee, Executive Directors or other as nominated by the Board of Directors) , CFO & CS be and is hereby authorized to do all such acts and deeds in this regards and to finalize the implementation process including execution of any documents, agreements, finalizing and signing any MOUs etc., declaration, verifications, finalizing terms with proposed transferee, issuing any letters to the community (proposed transferee) on behalf of the Company, nominating other officials / consultants / legal expert/ Directors etc., giving any declaration to authorities or making any necessary declarations or representations before any govt. authority, court etc. accordingly.”

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

For GNRC Ltd.

(Biswajit Das)

Company Secretary

Dated: 27.12.2024

Place : Guwahati



Registered Office :

GNRC Complex, Dispur

Guwahati- 781006, Assam

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



Dispur
Guwahati - 781 006

GNRC LTD

Quality • Value • Trust

(An ISO 14001 : 2015 Organization)

Regd Office : GNRC Complex, Dispur, Guwahati - 781006

CIN : U85110AS1985PLC002447



Sixmile, Guwahati - 781 022

GNRC Medical
North Guwahati - 781031

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 EOGM is annexed.
- b) Members can also attend 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 EOGM.
- 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 EOGM 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 : biswajitdascs@gnrchospitals.com (concerned form for appointment of Proxy attached with this EOGM-2025 notice).
- g) Members attending the meeting through online mode can participate and also provide their voting on the resolutions by sending emails to biswajitdascs@gnrchospitals.com or show of hands during the meeting.
- h) Route map of the EOGM 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 EOGM of the Company (or have a visual of the same through audio visual mode as required).



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 : biswajitdasc@gnrchospitals.com. Members can also contact & communicate to the office of the Company Secretary for any matters relating their shareholdings.

EXPLANATORY STATEMENT TO EOGM NOTICE – 2025 (SPECIAL BUSINESS)
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO : 1

It is for kind information of the members that the Board of Directors of the Company has approved the proposal for increasing the limits of Investment and Loan and advances of the Company in to its various subsidiaries and other associate entities from existing 100.00 Crores (which was approved vide earlier AGM dated : 06.08.2022) to an overall limit of Rs. 500.00 Crores (including loans and investment already made) (which shall only be implemented in phases as necessary) .

The above proposal has been considered based on the following needs and benefits :

- a) Taking into consideration the requirements of the current situation and future strategies the Company shall need to continue supporting its Subsidiary (GNRC Community Hospitals Ltd.) as and when required for its growth, development & financial consolidation.
- b) procurement of necessary and critical medical equipment for subsidiary hospitals as and when necessary
- c) adding more beds and related infrastructure to achieve its potential by its wholly owned subsidiaries
- d) Day to day transactions (for purchase of hospital consumables & Canteen items) with GNRC Medishop Pvt. Ltd. including any loans & investments as required as per Companies Act, 2013
- e) Any other necessary funding to its subsidiaries, all associated entities to achieve over all objectives of GNRC group



ISO 14001 : 2015
Certificate No. EMS 97647

Dispur
Guwahati - 781 006

GNRC LTD

Quality • Value • Trust

(An ISO 14001 : 2015 Organization)

Regd Office : GNRC Complex, Dispur, Guwahati - 781006

CIN : U85110AS1985PLC002447



Sixmile, Guwahati - 781 022

GNRC Medical
North Guwahati - 781031

As per provisions of section 180, 186 and other applicable provisions 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) the Company has to intimate and take necessary approvals from the members of the Company accordingly. In this regards the matter has been placed before the members for due approval through the **SPECIAL RESOLUTION** as stated in item no 1 of 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 : 2

This is for kind information of the members that the Board of Directors of the Company has discussed and approved the proposal for settlement of the matter relating to the land bank of the Company at Bajali District at Assam. In this regards the following has been placed before the members for kind information:

1. that the Company have a certain portion of land at Bajali district of Assam
2. The concerned portion of land was purchased from local community (out of which certain are the existing shareholders) for establishing a healthcare facility for benefit of the community & a certain portion was allotted by Govt.
3. Though the company tried to initiate the project but due to various operation, economic and social issues the Company has not utilized the concerned property till date and has no immediate plans to do so.
4. Currently the property is laying ideal and being a low lying area it will be very difficult to establish a project in a viable manner or to hold the concerned property for a longer duration.
5. Hence based on initial discussion and understandings with the local community the Board of Directors has decided to transfer back the land to its earlier / eligible owners/ candidates at a most viable, permitted & acceptable manner with necessary arrangements (for all concerned parties).





ISO 14001 : 2015
Certificate No. EMS 97647
Dispur
Guwahati - 781 006

GNRC LTD

Quality • Value • Trust

(An ISO 14001 : 2015 Organization)

Regd Office : GNRC Complex, Dispur, Guwahati - 781006

CIN : U85110AS1985PLC002447



Sixmile, Guwahati - 781 022


GNRC Medical
North Guwahati - 781031

6. The Company has already started exploring options to complete the transaction accordingly taking into consideration, Company Laws, Civil laws / land transfer laws, financial / accounting standards, taxation, duties, statutory disclosures and applicable rules of the state.
7. All such decision shall be taken into consideration with proper discussion with the local community and legal experts which is beneficial to all parties concerned
8. In this regards a legal report from advocate of the company was also placed before the Board for necessary information and initial deliberation.

As per provisions of section 180 and other applicable provisions 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) the Company has to intimate and take necessary approvals from the members of the Company accordingly. In this regards the matter has been placed before the members for due approval through the **SPECIAL RESOLUTION** as stated in item no 2 of 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 terms of the provisions of section 188 of the Companies Act , 2013 and its relevant rules.

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


(Biswajit Das)
Company Secretary

Date : 27 the December, 2024

Place : Guwahati

Registered Office :

GNRC Complex, Dispur

Guwahati- 781006, Assam

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



GNRC Ltd.

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

CIN: U85110AS1985PLC002447

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

ATTENDANCE SLIP

I/ We hereby record my/ our presence at the Extra-Ordinary General Meeting of the shareholders of GNRC Ltd. held at GNRC Complex, Dispur, Guwahati-781006, Assam on the 29th day of March, 2025 (Saturday) :

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 :



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 Extra Ordinary General Meeting of the company, to be held on the **29th day of March, 2025 at 3:00 p.m.** (Saturday) at GNRC Complex, Dispur, Guwahati-781006, Assam and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

Resolution No:

Special Business :	
Sl.No.	Item
1.	<i>To consider and approve the increase in over all limits in Investment , Loans & advances and in this regard if thought fit, to pass the following resolution as an SPECIAL RESOLUTION</i>
2.	<i>To consider and approve the authorization of the Board of Directors for settlement of the matter relating to Land bank of the Company at Bajali District of Assam and in this regard if thought fit, to pass the following resolution as an SPECIAL RESOLUTION</i>



Affix
Revenue
Stamp

Signed this ____ day of March, 2025

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 : biswajitdascs@gnrchospitals.com, Ph no : 99576-54939
- 2) The proxy need not be a member of the company



ROUTE MAP TO VENUE

