



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 ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Shareholders of **GNRC LIMITED** will be held on the **6th day of August, 2022 (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, 2022, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereto.
2. To appoint a Director in place of Mr. Jatin Hazarika (with DIN : 00546175) who retires by rotation and, being eligible, offers himself for re-election
3. To appoint a Director in place of Dr. (Mrs.) Jayasree Borah (with 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 2022-23 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 2022-23, be paid a remuneration as audit fees of Rs. 50,000 (Rupees Fifty Thousand Only) per annum plus applicable taxes and out-of-pocket expenses that may be incurred."

"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

①

Company Secretary



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financial year 2021-22 (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 : 2021-22 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 entering in 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 maximum amount per annum, which is hereby approved as part of this resolution) by the company for financial year 2022-23 and every year thereafter to the extent as stated through this resolution.”

“RESOLVED FURTHER THAT in terms provisions of section 188 (1) of the Companies Act, 2013 read with applicable rules under the Companies (Meetings of Board and its power) Rules, 2014 and other applicable terms (as may be amended from time to time) the consent of the members of the company be and is hereby accorded for the related party transaction done for the period from 01.04.2021 till 30.06.2021 with GNRC Medishop Pvt. Ltd. . (as detailed in the concerned explanatory statement to this item and considered as part of this resolution) including transactions / arrangements in reference to section 188 (1) (a) & 188 (1) (e) accordingly.”

“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 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 : 2022-23 (including transactions already done for FY 2022-23) and an overall limit of Rs. 50.00 Crores shall also continue for the FY : 2022-23 (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.”

②

For GNRC Ltd.

Company Secretary



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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 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 under section 185 & 186 or other applicable sections of the Act respectively to its Wholly owned subsidiaries and associated entities to the extent of Rs. 100.00 Crores (Rupees Hundred Crores) (including Loans & advances, guarantees already given and investments already made) (increased from existing limit of Rs. 86.00 Crores ---which was approved vide AGM dated 30.12.2020) as detailed below:

1. Loans & Advances & Equity Investments to 100% wholly owned subsidiary Company GNRC Community Hospital Ltd. to the overall extent of Rs. 74.00 Crores (Rupees Seventy Four Crores Only) (subjected to the limit of authorized share capital)
2. Continue Loans & Advances & Equity Investments to 100% wholly owned subsidiary Company Good Health Hospital Pvt. Ltd. to the overall extent of Rs. 25.00 Crores (Rupees Twenty Five Crores Only)
3. Loans and advances, guarantees to other entities associated maximum to the extent of Rs. 1.00 Crore

"FURTHER RESOLVED THAT the Company shall be able 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)."

3

For GNRC Ltd.

Company Secretary



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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.”

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

For GNRC Ltd.

(Biswajit Das) Secretary

Company Secretary

Date : 26th May, 2022

Place : Guwahati

Registered Office :

GNRC Complex, Dispur

Guwahati- 781006, Assam

Ph no : 9957654939 / 7002767739, Email : cs.gnrc@gnrchospitals.com

NOTES

- 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.
- In view of the continuing pandemic situation and associated health concerns members can also attain and participate the meeting through audio visual means as allowed under prescribed guidelines. 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/ 7002767739, mail : cs.gnrc@gnrchospitals.com for the online login details of the AGM, 2022.
- 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.
- Attendance of members through audio visual means shall be recorded and also be counted for the purpose of reckoning the quorum under the Companies Act, 2013.

4



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- 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 / itself. The details can be communicated to the mentioned email id of the company in advance (also for online participation). All concerned attending the meeting physically are requested to comply to the terms of prescribed guidelines under COVID-19 protocols.
- 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 / 7002767739/8486233403, mail : cs.gnrc@gnrchospitals.com (concerned form for appointment of Proxy attached with this AGM notice).
- g) Members attending the meeting through online mode can participate and also provide their voting on the resolutions by sending emails to cs.gnrc@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 Video conferencing 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 registered office of the Company at GNRC Complex, Dispur Supermarket, Guwahati-781006, Assam, , Ph no : 9957654939 / 7002767739/ 8486233403, mail : cs.gnrc@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 / 7002767739, mail : cs.gnrc@gnrchospitals.com

For GNRC Ltd.

5

Company Secretary



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l) Share holders may now avail of nomination facility under Section 72 of the Companies Act, 2013.
A proforma Nomination Form is enclosed herewith.

m) As prescribed under the applicable regulatory developments the Company shall issue, transfer or transmit equity shares issued by it which are only in DEMAT FORM. Further all the share holders of the Company needs to hold existing equity shares of the Company only in DEMAT form. Hence request all shareholders to contact the Company Secretary of the Company at registered office of the Company for ensuring completion of the DEMAT process immediately. Contact details: Department of Company Secretary, at GNRC Complex, Dispur Supermarket, Guwahati-781006, Assam. Email ID: cs.gnrc@gnrchospitals.com, Ph no : 9957654939 / 7002767739/ 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) and provide details to the company for necessary facilitation accordingly. 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.

EXPLANATORY STATEMENT TO AGM NOTICE - 2021 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-imburement 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, 2023.

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**.

For GNRC Ltd.

Company Secretary

6

E-mail : info@gnrchospitals.com, Website : www.gnrc hospitals.com, Dial : 1800 345 00 11 (Toll Free) for Free Ambulance Service to GNRC Hospital,

Dial : 1800 345 00 22* (Toll Free) Free Treatment to Accident & Emergency Patient for the first 24 hrs at GNRC Hospitals (* Condition apply)



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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. The Company primarily has to do transactions of following nature:

- Purchase of Hospital consumables, Food & Beverages, Medicine and Pharmaceutical products for its Hospital pharmacies, sale, Payments, Rent etc. with GNRC Medishop Pvt. Ltd.
- Payment of statutory dues etc. and other expenses on the basis of reimbursement
- Short term borrowings / advances and adjustments during the year
- Payment of remunerations
- 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

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 : 2021-22 (also stated in the respective notes to accounts of the audited financials of the company for FY : 2021-22) and proposed to be entered during FY 2022-23 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).

For GNRC Ltd.

Company Secretary

7



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The details of transactions are stated through the following Annexures :

1. **RELATED PARTY TRANSACTIONS ENTERED DURING THE FINANCIAL YEAR 2021-22 : AS ANNEXURE I TO THIS NOTICE**
2. **REVISED PROPOSED RELATED TRANSACTIONS LIMITS W.E.F. FINANCIAL YEAR 2022-23 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

It is for kind information of the members that the Board of Directors of the Company has approved the proposal for increasing the limit of Investment and Loan and advances of the Company into its various subsidiaries and other associate entities from existing 86.00 Crores to an overall limit of Rs. 100.00 Crores (including loans and investment already made).

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.
- b) procurement of necessary and critical medical equipments for subsidiary hospitals as and when necessary
- c) adding more beds and related infrastructure to achieve its present potential by its wholly owned subsidiaries
- d) other day to day expenses required expenses for establishing it as a quality cum affordable multi-specialty hospital for the Community during difficult times of Covid-19 response.
- e) Any other necessary funding to its subsidiaries, associated entities to achieve over all objectives of GNRC group

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 6 of this notice

For GNRC Ltd.

Company Secretary



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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.

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

For GNRC Ltd.

(Biswajit Das)

Company Secretary

Date : 26th May, 2022

Place : Guwahati

Registered Office :

GNRC Complex, Dispur

Guwahati- 781006, Assam

Ph no : 9957654939 / 7002767739, Email : cs.gnrc@gnrchospitals.com

9

Related party disclosures (as per Ind AS 24 - Related Party Disclosures) (Extracts of Notes to accounts of Audited financials----FY : 2021-22)

A. List of related parties and their relationship

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 & Executive Directors	
Chairman cum Managing Director (CMD)	Dr. Nomal Chandra Borah
Deputy Managing Director	Priyanka Borah
Executive Director	Satabdee Borah
Executive Director	Dr. Madhurjya Borah
Non Executive Director	Dr. (Mrs.) Jaysree Borah
Non Executive Director	Dr. Tarun Chandra Borah
Chief Financial Officer	Anshul Khemka
Chief Financial Officer (resigned w.e.f. July, 2021)	Vikash Vijayvargiya
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 / by the Company (In Rs. Lakhs)

Transactions during the year ended:

Name of related parties-Subsidiaries	Nature of transactions	Transaction during the year ended 31 March 2022	Transaction during the year ended 31 March 2021	Transaction during the year ended 01 April 2020
Good Health Hospital Private Limited	Reimbursement of expenses	1.41	0.06	2.02
	Purchase of Medicines	-	23.51	-
	Advance given	78.56	81.00	-
	Advance repaid	-	2.50	-
Brahmaputra Hospital Ltd.	Advance given	-	0.99	1.41
	Advance Repaid	-	-	0.74
	Marketing & Promotional expenses	-	0.99	13.67

For GNRC Ltd.

Company Secretary

10

GNRC Community Hospitals Limited	Investments in equity shares (including investment from previous year pending allotment)	596.83	555.60	1,886.53
	Purchase of Medicines	-	0.70	-
	Purchase of property, plant and equipments	87.17	45.44	-
	Payment made against purchase	96.12	36.48	-

Balances payable to related parties are as follows:

Name of related parties-Subsidiaries	Nature of transactions	Outstanding amount as at 31 March 2022	Outstanding amount as at 31 March 2021	Outstanding amount as at 01 April 2020
GNRC Community Hospitals Limited	Investments in equity shares (including investment from previous year pending allotment)	5,538.96	4,942.13	4,386.53
	Net payable against purchase	-	9.65	-
Good Health Hospital Private Limited	Investment in equity shares	1,701.00	1,701.00	1,701.00
Brahmaputra Hospitals Ltd.	Investment in Equity shares	-	-	-

Balances receivable from related parties are as follows:

Name of related parties-Subsidiaries	Nature of transactions	Outstanding amount as at 31 March 2022	Outstanding amount as at 31 March 2021	Outstanding amount as at 01 April 2020
Good Health Hospital Private Limited	Net Advance outstanding	-	78.56	-

For GNRC Ltd.

Company Secretary

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 2022	Transaction during the year ended 31 March 2021	Transaction during the year ended 01 April 2020
Priyanka Healthcare & Allied Products Private Limited	Reimbursement of expenses as short term advance	0.95	0.31	0.66
Satabdee Associates Private Limited	Reimbursement of expenses as short term advance	1.20	0.31	0.66

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 2022	Transaction during the year ended 31 March 2021	Transaction during the year ended 01 April 2020
GNRC Plastics Private Limited	Reimbursement of expenses	0.33	0.03	0.35
GNRC Engineering and Construction Private Limited	Reimbursement of expenses	0.24	0.25	0.62
Olwyn Pharma Private Limited	Reimbursement of expenses	0.22	0.16	0.52
Millenium Marketing & Medical Services Private Limited	Reimbursement of expenses	0.34	0.03	0.37
	Advance given	-	-	1.32
	Advance repaid	-	-	1.32
Nezone Marketing & Medical Services Private Limited	Reimbursement of expenses	0.34	0.03	0.35
Brahmaputra Teak Plantations of Assam Private Limited	Reimbursement of expenses as short term advance	0.59	0.31	0.57
	Advance given	-	-	2.23
	Advance repaid	-	-	2.23
GNRC Medishop Private Limited	Purchase of hospital consumables,	1,998.14	2,102.33	147.18
	Sales of food and beverage items	0.07	0.12	0.41
	Rent received	2.71	2.71	2.94
	Payments made	1,988.51	1,673.60	74.98
	Short term loan taken (interest free)	-	-	94.23

For GNRC Ltd.

Company Secretary

Balances payable to related parties are as follows:

Name of related parties	Nature of transactions	Outstanding amount as at 31 March 2022	Outstanding amount as at 31 March 2021	Outstanding amount as at 01 April 2020
GNRC Medishop Private Limited	Net payable against purchase	671.98	539.51	88.10

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 2022	Transaction during the year ended 31 March 2021	Transaction during the year ended 01 April 2020
Dr. Nomal Chandra Borah	Remuneration	34.65	33.38	37.19
Priyanka Borah	Remuneration	19.84	18.29	19.64
Satabdee Borah	Remuneration	19.26	16.20	17.41
Dr. Madhurja Borah	Remuneration	17.21	14.53	14.83
Jayasree Borah	Sitting Fees	0.75	0.60	0.60
Tarun Chandra Borah	Sitting Fees	0.60	0.60	0.30
Anshul Khemka	Remuneration	16.75	-	-
Vikash Vijayvargiya	Remuneration	11.21	41.07	41.33
Biswajit Das	Remuneration	10.70	8.97	9.47

Balances payable to related parties are as follows:

Name of related parties	Nature of transactions	Outstanding amount as at 31 March 2022	Outstanding amount as at 31 March 2021	Outstanding amount as at 01 April 2020
Dr. Nomal Chandra Borah	Remuneration	3.00	2.03	1.76
Priyanka Borah	Remuneration	1.95	1.25	0.99
Satabdee Borah	Remuneration	1.76	1.04	1.06
Dr. Madhurja Borah	Remuneration	1.56	0.71	0.85
Jayasree Borah	Sitting Fees	-	0.30	0.15
Tarun Chandra Borah	Sitting Fees	-	0.30	-
Vikash Vijayvargiya	Remuneration	-	1.12	1.27
Anshul Khemka	Remuneration	1.58	-	-
Biswajit Das	Remuneration	0.93	0.54	0.66

Sitting fees is before applicable Taxes

For GNRC Ltd.

 Company Secretary

PROPOSED REVISED RELATED PARTY TRANSACTION PER YEAR W.E.F FINANCIAL YEAR 2022-23 AND YEAR TO YEAR THEREAFTER (ANNEXURE II TO EXPLANATORY STATEMENT NO. 5 TO AGM NOTICE-2022)

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 the Directors / Key Managerial Personal or their relatives	Rs. 1,00,000.00	Statutory fees, Filing fees etc. on reimbursement basis
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

14

For GNRC Ltd.
Company Secretary

PROPOSED REVISED RELATED PARTY TRANSACTION PER YEAR W.E.F FINANCIAL YEAR 2022-23 AND YEAR TO YEAR THEREAFTER (ANNEXURE II TO EXPLANATORY STATEMENT NO. 5 TO AGM NOTICE-2022)

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 etc. on reimbursement basis 3. Advances against purchases etc. Rent
			Rs. 12,00,000.00	4. Total Rent

15

For GNRC Ltd.
Company Secretary

PROPOSED REVISED RELATED PARTY TRANSACTION PER YEAR W.E.F FINANCIAL YEAR 2022-23
AND YEAR TO YEAR THEREAFTER (ANNEXURE II TO EXPLANATORY STATEMENT NO. 5 TO AGM
NOTICE-2022)

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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Company Secretary

GNRC Ltd.

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

CIN: U85110AS1985PLC002447

Website : www.gnrchospitals.com, E-mail : cs.gnrc@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) (through physical or audio visual presence) for me/us and on my/our behalf at the 37th Annual General Meeting of the company, to be held on the **6th day of August, 2022 (Saturday), 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:

Resolutions:

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, 2022 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 a Director in place of Mr. Jatin Hazarika (with DIN : 00546175) who retires by rotation and, being eligible, offers himself for re-election
3.	To appoint a Director in place of Dr. (Mrs.) Jayasree Borah (with 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, 2023
5.	To consider and approve the Related Party Transactions
6.	To consider and approve the increase in over all limits in Investment , Loans & advances

Affix
Revenue
Stamp

Signed this ____ day of ____ 2022

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 : cs.gnrc@gnrchospitals.com, Ph no : 9957654939 / 7002767739/ 8486233403
- 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 : cs.gnrc@gnrchospitals.com
Ph no : 9957654939/ 7002767739

ATTENDANCE SLIP

I/ We hereby record my / our presence at the 37th Annual General Meeting of the shareholders of GNRC Ltd. held at GNRC Complex, Dispur, Guwahati-781006, Assam on the **6th day of August, 2022** (Saturday) at **3:00 pm** (through physical or audio visual)

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 :

Ph no :

Mail ID :

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 AGM VENUE

