

## Notice of Annual General Meeting

Notice is hereby given that the Twenty second Annual General Meeting of the company will be held on Friday, the 14<sup>th</sup> August, 2020 at 11.30 a.m IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Directors’ Report and the Auditors’ Report thereon.
2. To declare dividend of INR 4.50 per Equity share for the financial year 2019-20
3. To reappoint Mr. George Varghese (DIN: 01988218) as a Director who retires by rotation and being eligible offers himself for reappointment
4. To reappoint Mrs. Mary Baby Meleth (DIN:01882175) as a Director who retires by rotation and being eligible offers herself for reappointment
5. To consider, and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 , 140, 141 and other applicable provisions , if any of the Companies act, 2013 and pursuant to Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), M/s B S R & Associates LLP, Chartered Accountants, ( FRN No : 116231W/ W-100024), be and are hereby appointed as Statutory Auditors of the Company, to hold the office from the conclusion of this 22nd Annual General Meeting, until the conclusion of 27th Annual General Meeting, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Institutional /

Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote at the meeting. The said Resolution/Authorization shall be sent by email through its registered email address to email: sreevidya.pm@agappe.in.

3. If the final dividend on equity shares as recommended by Board of Directors is declared at the meeting, the payment will be made to those members whose name appear on the company's register of members as on 14<sup>th</sup> August, 2020 (AGM date) and the payment of such dividend subject to deduction of tax at source will be made in accordance with the applicable provisions of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014 (including any statutory modification or re-enactment thereof) as under:
  - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Central Depository Services (India) Limited ("CDSL"), "Depository"
  - ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the AGM Notice will also be available on the Company's website [www.agappe.com](http://www.agappe.com).
5. Pursuant to the aforesaid MCA Circulars, the members, who attend the AGM through VC / OAVM can join the meeting by using the login credentials which will be circulated to the shareholders separately to ensure confidentiality and security.
6. Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members till the expiry of 15 minutes after such scheduled time to the members on first come first served basis.
9. Members who need assistance before or during the AGM, can contact Ms. Sreevidya P.M, Company Secretary, email: sreevidya.pm@agappe.in, Contact No: +91 484 2867009/9349011347.
10. Members can cast their vote on the resolutions where a poll on any item is required during the meeting, only by sending emails through their email addresses which are registered with the company. The said emails shall be sent only to the designated email address sreevidya.pm@agappe.in

11. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at sreevidya.pm@agappe.in from August 11, 2020 (9.00 a.m IST) to August 13, 2020 (5.00 p.m IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
12. All the documents referred to in the Notice and Explanatory statement as well as other applicable documents/registers will be available for inspection by the members through electronic mode. Members seeking to inspect such documents/registers can send an e-mail to sreevidya.pm@agappe.in.

By order of the Board

THOMAS JOHN  
Managing Director  
(DIN: 00138331)

Kochi  
26<sup>th</sup> June 2020

**REGISTERED OFFICE**

Agappe Diagnostics Limited  
Room No. 401 & 402, 4th Floor,  
Jai Singh Business Centre, 119,  
Sahar Road, Parsiwada,  
Andheri (East), Maharashtra – 400 099  
Tel: +91-22-4300 8000  
CIN: U24239MH1998PLC115413

## Item No: 5

The term of appointment of M/s BSR & Associates LLP, Chartered Accountants, (FRN No: 116231W/ W-100024), as Statutory Auditors of the Company which was approved at the Annual General Meeting held on 14th September, 2015 for a period of 5 years is due to expire at the ensuing annual general meeting of the company. The Board of Directors based on the recommendations of the Audit Committee considered the appointment of M/s B S R & Associates LLP, Chartered Accountants, ( FRN No : 116231W/ W-100024) as the statutory auditors of the company who have given their consent , vide their letter dated 10<sup>th</sup> June, 2020, to be appointed as statutory auditors and have confirmed that their appointment if made, would be in compliance with the provisions of Section 139 and 141 of the Act and rules framed thereunder as applicable . The Board recommends to the members , the appointment of M/s B S R & Associates LLP, Chartered Accountants, ( FRN No : 116231W/ W-100024),Bangalore as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting, until the conclusion of 27th Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No.5.

By order of the Board

THOMAS JOHN  
Managing Director  
(DIN: 00138331)

Kochi  
26<sup>th</sup> June 2020

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