



**PARAS HEALTHCARE LIMITED**

(formerly known as Paras Healthcare Private Limited)

**Regd. & Corporate Office:** 1<sup>st</sup> Floor, Tower-B, Paras Twin Towers, Golf Course Road,  
Sector-54, Gurugram- 122002, Haryana

**CIN:** U85110HR1987PLC035823

**Website:** [www.parashospitals.com](http://www.parashospitals.com); **E-mail id:** [cs@parashospitals.com](mailto:cs@parashospitals.com);

**Ph. No:** +91-0124-4585555 /+91-08035358737

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**NOTICE OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Thirty Eight (38<sup>th</sup>) Annual General Meeting ('AGM') of the Member(s) of **Paras Healthcare Limited** (formerly known as Paras Healthcare Private Limited) (the 'Company') will be held on Wednesday, July 30, 2025 at 02.30 P.M. through Video Conferencing / Other Audio-Visual Means ("VC")/("OAVM"), for which the Registered Office of the Company i.e. at 1<sup>st</sup> Floor, Tower-B, Paras Twin Towers, Golf Course Road, Sector-54, Gurugram- 122002, Haryana shall be deemed as the venue for the Meeting wherein the proceedings of the AGM shall be deemed to have been conducted, to transact the following businesses:-

**ORDINARY BUSINESS:**

1. To consider and adopt the Standalone and Consolidated Financial Statements (IND-AS) of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Saurabh Sood (DIN- 03205955), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm Registration No.001076N/N500013), as Statutory Auditors of the Company.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, (ICAI Firm Registration No.001076N/N500013) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of 38<sup>th</sup> Annual General Meeting ("AGM") until the conclusion of the 43<sup>rd</sup> AGM of the Company at such professional fees and re-imbursement of out of pocket expenses,



if any, in each financial year, as recommended by the Audit Committee and mutually agreed between the Board of Directors and the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

**SPECIAL BUSINESS:**

4. To ratify the payment of remuneration payable to M/s. Jitender Navneet And Co, Cost Accountants, New Delhi, Cost Auditors of the Company for the financial year 2025-26.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the requirements of Section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members hereby approve the remuneration of INR. 2,20,000/-exclusive of GST as applicable and out of pocket expenses payable to M/s. Jitender Navneet And Co, Cost Accountants, New Delhi (ICWA Firm Registration No. 000119), appointed at the Cost Auditors of the Company for the Financial Year 2025-26 to conduct the audit of the cost records of the Company.

**RESOLVED FURTHER THAT** any of the Director, the Group Chief Financial Officer and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”

**By Order of the Board of Directors  
for Paras Healthcare Limited**

**Rahul Kumar  
Company Secretary & Compliance Officer  
Membership No. - A20928**

**ADDRESS: 1st Floor, Tower-B, Paras Twin Towers,  
Golf Course Road, Sector-54,  
Gurugram, Haryana-122002**

**Place:** Gurugram

**Date:** July 07, 2025

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 ('MCA Circulars') and the circulars issued by the Securities and Exchange Board of India (MCA Circular and SEBI Circular collectively referred as 'Circulars') permitted holding of Annual General Meetings through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 38<sup>th</sup> AGM of the Company is being held through VC/OAVM facility. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Explanatory Statement, pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act') read with Regulation 17(11) of Listing Regulations, setting out the material facts and reasons, relating to the Special Business(es) to be transacted at the AGM is annexed herewith. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking appointment/re-appointment are also annexed hereto and forms part of the Notice
3. Since the AGM is being convened through VC or OAVM in terms of the Circulars, the physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. 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.
4. Institutional/Corporate Shareholders (i.e., other than individuals, HUF, NRI, etc.) intending to authorize their representatives to attend the AGM through VC/OAVM facility and/or vote at the AGM on its behalf are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc., with attested specimen signature of the duly authorized signatory(s) to the Company by email at [cs@parashospitals.com](mailto:cs@parashospitals.com).
5. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial owners of the Company will be entitled to vote at the AGM.
6. During the AGM, members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and Certificate from M/s. Faraaz Shamsi & Associates, Company Secretaries,



Secretarial Auditors of the Company for the FY 2024-25 certifying that Paras Healthcare Employees Stock Option Plan, 2024 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other amendments for the time being in force and such other documents as referred in the Notice of the AGM and explanatory statement. Members seeking to inspect such documents can send an email to the Company at [cs@parashospitals.com](mailto:cs@parashospitals.com).

7. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of Listing Regulations and in terms of Circulars, Company will send Annual Report along with notice of the AGM and other communications through electronic mode to those Members who have registered their e-mail address with the Depository Participants ('DPs') in case of shareholders holding shares in demat mode. Members who have not registered their email id's in their demat accounts are requested to update/register their e-mail address with their respective DPs.
8. In compliance with the aforesaid Circulars, the Notice of the AGM and Annual Report for FY 2024-25 are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company or RTA or DPs. Members may note that this Notice of the AGM and Annual Report for FY 2024-25 will also be available on the Company's website at <https://www.parashospitals.com/investors>

**By Order of the Board of Directors  
for Paras Healthcare Limited**

**Rahul Kumar  
Company Secretary & Compliance Officer  
Membership No. - A20928**

**ADDRESS: 1st Floor, Tower-B, Paras Twin Towers,  
Golf Course Road, Sector-54,  
Gurugram, Haryana-122002**

**Place:** Gurugram

**Date:** July 07, 2025



## **EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item no. 4: To ratify the payment of remuneration payable to M/s. Jitender Navneet And Co, Cost Accountants, New Delhi, Cost Auditors of the Company for the financial year 2025-26**

As per the provisions of Section 148 of Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be approved by the Shareholders of the Company.

The Board of Directors of the Company in their meeting held on May 30, 2025 on recommendation of the Audit Committee, appointed M/s. Jitender Navneet & Co, Cost Accountants, New Delhi (ICWA Firm Registration No. 000119), as the Cost Auditors for the Financial Year 2025-26 at a remuneration of INR. 2,20,000/-exclusive of GST as applicable and out of pocket expenses.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The above proposal is in the interest of the Company and the Board recommends passing of the resolution as set out in Item No. 4 of the accompanying Notice, for approval of the Members, as an **Ordinary Resolution**.

**Information pursuant to Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/ re-appointed:**

| S No | Particulars                                                                                 | Mr. Saurabh Sood                                                                                                                                                                                                                                                                                                                                                                                                   |
|------|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.   | DIN                                                                                         | 03205955                                                                                                                                                                                                                                                                                                                                                                                                           |
| 2.   | Age                                                                                         | 55 Years                                                                                                                                                                                                                                                                                                                                                                                                           |
| 3.   | Qualification                                                                               | Chartered Accountant and MBA                                                                                                                                                                                                                                                                                                                                                                                       |
| 4.   | Nature of his/her expertise in specific functional areas                                    | Finance                                                                                                                                                                                                                                                                                                                                                                                                            |
| 5.   | Date of First appointment on the Board                                                      | May 26, 2018                                                                                                                                                                                                                                                                                                                                                                                                       |
| 6.   | Terms & Conditions of Appointment, other than remuneration                                  | <p>He was appointed as an Additional Director on February 01, 2024 and was regularized as Director in AGM held on June 20, 2024. He being a director being liable to retire by rotation, and being eligible is proposed to be re-appointed as a Director of the Company.</p> <p>His period of office shall be liable to retire by rotation under the provisions of the section 152 of the Companies Act, 2013.</p> |
| 7.   | Remuneration sought to be paid, if any                                                      | Nil                                                                                                                                                                                                                                                                                                                                                                                                                |
| 8.   | Remuneration last drawn by such person                                                      | INR 0.20 million as sitting fees                                                                                                                                                                                                                                                                                                                                                                                   |
| 9.   | Shareholding in the Company                                                                 | Nil                                                                                                                                                                                                                                                                                                                                                                                                                |
| 10.  | Relationship with the other directors, Managers and Key Managerial Personnel of the Company | No Relation                                                                                                                                                                                                                                                                                                                                                                                                        |
| 11.  | Number of Meetings of the Board attended during the previous year                           | 7 Board Meeting                                                                                                                                                                                                                                                                                                                                                                                                    |
| 12.  | Other directorship/ membership/ Chairmanship of the Committee of other Board                | 1. GATX India Private Limited                                                                                                                                                                                                                                                                                                                                                                                      |