

No. HLL/CS/III-152(h)/2024

18/12/2024

NOTICE

NOTICE is hereby given that the 58th Annual General Meeting of the shareholders of HLL Lifecare Limited will be held on 23rd December 2024 at 10.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM") to transact the following businesses: -

ORDINARY BUSINESSES:

- To consider and adopt
 - the audited Standalone Financial Statements of the Company for the year ended 31st March 2024 along with the Report of the Directors and Statutory Auditors together with comments of the Comptroller & Auditor General of India (C&AG) thereon.
 - the audited Consolidated Financial Statements of the Company for the year ended 31st March 2024 along with the Report of the Statutory Auditors together with comments of the Comptroller & Auditor General of India (C&AG) thereon.
- To declare dividend amounting to INR 20 Cr. for the financial year ended 31st March, 2024.
- To authorize the Board of Directors to fix remuneration payable to the Statutory Auditors of the Company for the year 2024-25.

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

"RESOLVED THAT pursuant to the requirement of Section 142(1) of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to the Statutory Auditors, M/s K Varghese & Co., (004525S), Chartered Accountants, appointed by the Comptroller and Auditor General of India for the year 2024-25".

SPECIAL BUSINESS:

4. Ratification of Cost Auditor's remuneration for the financial year 2024-25

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

"RESOLVED THAT pursuant to Section 148(3) of Companies Act, 2013, and rule 6(2) of the Companies (Cost Records and Audit) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, the Company hereby ratifies the remuneration of INR 5,00,000/- plus applicable GST besides reimbursement of actual travelling and out of pocket expenses to **M/s Vijender Sharma & Co**, Cost Accountants, with Firm Registration No. 000180, who were appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2025."

By the Order of the Board

Jaikrishnan A R
Company Secretary

Place: Thiruvananthapuram

Notes:

- Ministry of Corporate Affairs (hereinafter referred to as "MCA") has vide its General Circular No. 20/2020 dated 05th May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 08th April, 2020, 13th April, 2020, 13th January, 2021, 05/05/2022, 25/09/2023 & 09/2024 respectively (hereinafter collectively referred to as "MCA Circulars"), permitted the holding of Annual General Meeting through VC/OAVM. Accordingly, in accordance with the MCA Circulars and provisions of Companies Act 2013, the AGM of the Company is being held

- through VC/OAVM. This AGM shall be deemed to be held at the Registered Office of the Company.
2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the Members can join the AGM through VC/OAVM facility arranged by the Company. All care has been taken by the Company to ensure that the video conference facility arranged by the Company allows two-way teleconferencing for the easy participation of all the Members. The Members are allowed to ask questions concurrently or shall submit the questions in advance at the email address of the Company Secretary.
 3. The facility for joining the meeting will be kept open for 15 minutes before the scheduled time to start the meeting and will be closed only after the expiry of 15 minutes after such scheduled time.
 4. As per the aforementioned MCA Circulars, the requirement of quorum for a general meeting in pursuance of 103 of Companies Act, 2013 has been extended for general meeting held through VC/OAVM also. Therefore, the Members attending AGM through video conference will be counted for the quorum of the meeting.
 5. With regard to the manner of appointment of Chairman for the meeting, the relevant MCA circulars stipulates that either it shall be based on the provisions of Articles of Association of the Company or in the manner as provided in the Circular. As per the Articles of Association of your Company, the Chairman of the Board shall preside as Chairman at every general meeting of the Company. Accordingly, the Chairman of the Board will be the Chairman for this AGM.
 6. Generally, pursuant to the provisions of the Section 105 of the Companies Act, 2013, 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 through VC/OAVM, the requirement of physical attendance of members is dispensed with and consequently the facility for appointment of proxies is not applicable for this AGM.
 7. The Statutory auditor or his authorized representative will attend the AGM through VC/OAVM facility provided by the Company.
 8. As the total number of members in your Company falls below 50, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member. If a poll is required to be taken during the meeting on any resolution, the members may convey their vote at the Email i.d of the Company Secretary at jaikrishnanar@lifecarehll.com
 9. In line with the MCA Circulars, AGM Notice, financial statements and other documents are being sent through electronic mode to the e - mail addresses of the shareholders.
 10. In pursuance of section 112 and section 113 of the Companies Act, 2013 representatives of the Members shall be appointed for the purpose of participation and voting in the meeting through video conference.
 11. A copy of the notice shall also be posted on the website of the company.
 12. For any assistance, a member may contact the Company Secretary during business hours. Upon request of members, the inspection of statutory register/related documents can be made available through electronic mode.

Pursuant to Section 139 (5) of the Companies Act, 2013, the Statutory Auditors of a Government Company are appointed by the Comptroller and Auditor General of India (C&AG). In terms of Section 142(1) of the Companies Act, 2013 the remuneration of auditors has to be fixed by the company in the Annual General Meeting or in such manner as the company in annual general meeting may determine. The Comptroller and Auditor General of India (C&AG) had vide letter No. CA.V/COY/CENTRAL GOVERNMENT, HLATEX(1)/413 dated 21/09/2024 appointed M/s K Varghese & Co., (004525S), Sageti Business Centre, Second Floor, , Choolackal Building, Opposite Metro Plaza, North Market Road, Ernakulam, Kochi-682019 as Statutory Auditor of HLL Lifecare Limited for Financial Year 2024-25.
 13. Accordingly, necessary resolution has been placed before the Members for authorising the Board of directors to fix up the remuneration to the Statutory Auditors of the Company for the financial year 2024-25.
 14. Explanatory Statement pursuant to Section 102 of the Companies, Act, 2013 with Companies (Management and Administration) Rules 2014, setting out the material facts in respect of Special Business is annexed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business is given below.

Item No: 4 Ratification of Cost Auditor's remuneration for the financial year 2024-2025

The Company is directed, under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of your Company in its 295th Board meeting held on 27th September 2024 has approved the appointment and remuneration of **M/s Vijender Sharma & Co**, 11, (3rd Floor) Hargovind Enclave, Vikas Marg, Delhi-110 092 with Firm Registration No.000180 as Cost Auditors for the financial year ending March 31, 2025. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

The Board recommends the aforesaid resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid ordinary resolution.

To

1. Shareholders

1. The President of India
2. Secretary, Ministry of Health & Family Welfare
3. Additional Secretary & Financial Advisor – Ministry of Health & Family Welfare
4. Additional Secretary – Ministry of Health & Family Welfare.
5. Director (Finance) i/c – HLL Lifecare Ltd.
6. Director (Technical & Operations) – HLL Lifecare Ltd
7. Director (Marketing) – HLL Lifecare Ltd.

2. All Directors

3. Statutory Auditors

M/s. Sridhar & Co.,
Chartered Accountants, Sreenidhi,
TC.37/275, Padmatheertham, North
Street, Trivandrum, Kerala

4. Secretarial Auditors

M/s BVR & Associates "Swastika", First
Floor, Chitteth House, P C Road,
Vytilla P.O, Cochin -
682 019, Kerala