

No. HLL/CS/III-152(h)/2022

14.11.2022

NOTICE

NOTICE is hereby given that the 56th Annual General Meeting of the Shareholders of HLL Lifecare Limited will be held on 03rd December 2022, Saturday at 02.00 p.m at the Registered Office of the Company situated at HLL Bhavan, Mahilamandiram Road, Poojappura, Thiruvananthapuram, Kerala-695012 to transact the following businesses :--

ORDINARY BUSINESS:

1. To consider and adopt

- a) the audited Standalone Financial Statements of the Company for the year ended 31st March 2022 along with the Report of the Directors and Statutory Auditors together with comments of the Comptroller & Auditor General of India (C&AG) thereon.
- b) the audited Consolidated Financial Statements of the Company for the year ended 31st March 2022 along with the Report of the Statutory Auditors together with comments of the Comptroller & Auditor General of India (C&AG) thereon.

2. To declare Dividend amounting to INR 122.47 Cr. being 30% of Profit AfterTax for the financial year ended 31st March, 2022

3. To authorize the Board of Directors to fix remuneration payable to the Statutory Auditors of the Company for the year 2022-23

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 authorised to fix the remuneration payable to the Statutory Auditors appointed by the Comptroller and Auditor General of India for the year 2022-23”.



निगमित एवं पंजीकृत कार्यालय:
एचएलएल भवन, पूजप्पुरा पी.ओ.
तिरुवनंतपुरम-695 012.
केरल, इंडिया.
दूरभाष : +91 471-2354949,
2350961, 2350959
वेबसाइट: www.lifecarehll.com
सीआईएन: ५२५१९३केएल१९६६जीओआई००२६२१

Corporate and Registered Office:
HLL Bhavan, Poojappura P.O.
Thiruvananthapuram-695 012
Kerala, India
Tel: +91 471-2354949
2350961, 2350959
Website : www.lifecarehll.com
CIN: U25193KL1966G01002621

SPECIAL BUSINESS:

4. Ratification of Cost Auditor's remuneration for the financial year 2022-23

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 remuneration of INR 5,00,000/- plus applicable GST besides reimbursement of actual travelling and out-of-pocket expenses to M/s Dhananjay V Joshi & Associates, CMA Pride, Ground Floor, Plot No.6, S No.16/6, Erandawana Co-op. Hsg. Society, Erandawana, Pune-411004, Cost Accountants, with Firm Registration No.000030, 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 2023.

By the order of the Board



Jaikrishnan A R
Company Secretary

Place: Thiruvananthapuram

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself and such proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be lodged with the registered office of the company not less than 48 hours before the commencement of the meeting.
2. 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. C&AG has vide letter No.CAV/COY/CENTRAL GOVERNMENT, HLATEX(1)/506 dated 23rd August, 2021 appointed M/s. Sridhar & Co., Chartered Accountants, Sreenidhi, TC.37/275, Padmatheertham, North Street, Trivandrum, Kerala as Statutory Auditors of the Company for the year 2021-22. Accordingly, necessary resolution has been placed before the Members for authorising the Board of directors to fix up the remuneration to the Statutory Auditorsof the Company for the financial year 2021-22.
3. 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 2022-2023

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 286th Board meeting held on 28th September 2022 has approved the appointment and remuneration of M/s Dhananjay V Joshi & Associates, CMA Pride, Ground Floor, Plot No.6, S No.16/6, Erandawana Co-op.Hsg.Society, Erandawana, Pune-411004, Cost Accountants, with Firm Registration No.000030 as Cost Auditors for the financial year ending March 31, 2023. 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, 2023.

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. All Shareholders
2. All Directors
3. The Statutory Auditors
4. The Secretarial Auditors