

CONVENIENT HOSPITALS LIMITED

Regd. Office: Near LIG Square, A.B. Road, Indore, Madhya Pradesh- 452008, India.

CIN: U85110MP1993PLC007654

Email: cs.office@carehospitals.com; Contact No. 0731-4774447

Website: www.chlhospitals.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of **Convenient Hospitals Limited** will be held on Friday 30th September, 2022 at 05.00 p.m. at the Registered Office of the Company situated at Near LIG Square, A.B. Road, Indore, Madhya Pradesh- 452008, India to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements i.e., Balance Sheet and the Statement of Profit & Loss account and cash flow statement of the Company for the financial year ended 31st March, 2022 and the reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Vikas Rastogi (DIN: 09622535), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Statutory Auditors to fill the casual vacancy including remuneration:**

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

“RESOLVED THAT pursuant to the provisions of section 139(8) read with 139(1), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being in force), and subject to approval of shareholders of the Company, M/s. Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016), be and are hereby appointed as the Statutory Auditor of the Company to fill the Casual vacancy caused by the Resignation of M/s S. Bandi & Co, Chartered Accountants (ICAI Firm Reg. No. 138767W).

RESOLVED FURTHER THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, and subject to approval of shareholders of the Company, M/s. Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five years i.e., from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting (i.e., from the 01.04.2022 till 31.03.2027) of the Company, at remuneration of Rs. 6,00,000/- (Rupees Six Lakh Only) plus applicable taxes per financial year.”

4. To Ratify the Remuneration Payable to Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Cost Auditors, M/s. Nageswara Rao & Co, Cost Accountants having Firm Registration No: 000332 appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the Financial year ending 31 March 2023, who shall be paid a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) Per Annum plus applicable taxes and out of pocket expenses at actual.

RESOLVED FURTHER THAT Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution.”

5. To Appoint Mr. Kewal Kundanlal Handa (DIN: 00056826) as a Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the company, Mr. Kewal Kundanlal Handa (DIN: 00056826) who was appointed as an Additional Director in capacity of Additional Director (Independent) for a period of 5 years by the Board of Directors in its meeting held on 8th September, 2022, pursuant to Section 161 of the Act and as recommended by the Board of Directors and whose term of office expires at this Annual General Meeting who meets the criteria for Independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 consecutive years, whose period of office will not be liable to retirement by rotation.

RESOLVED FURTHER THAT Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution”.

6. To Appoint Ms. Ekta Bahl (DIN: 01437166) as a Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the company, Ms. Ekta Bahl (DIN: 01437166) who was appointed as an Additional Director in capacity of Additional Director (Independent) for a period of 5 years by the Board of Directors in its meeting held on 8th September, 2022, pursuant to Section 161 of the Act and as recommended by the Board of Directors and whose term of office expires at this Annual General Meeting who meets the criteria for Independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 consecutive years, whose period of office will not be liable to retirement by rotation.

RESOLVED FURTHER THAT Board of Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution”.

For and on behalf of Board of Directors


Jasdeep Singh
Director
DIN: 02705303



Date: 30-09-2022

Place: Indore

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF, A PROXY NEED NOT BE A MEMBER.
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. A blank proxy form is enclosed for appointing a proxy and if intended to appoint a proxy the form should be completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
5. Members desiring to seek any information/clarifications on the annual accounts are requested to write to the Company at least seven (7) days before the Annual General Meeting to enable the management to keep the information ready.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its certified true copy of Board or governing body Resolution/Authorization/Power of Attorney etc., along with the specimen signature of the authorized representative who is authorized to attend the AGM on its behalf and to vote. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs.office@carehospitals.com.
7. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection at the Registered Office of the Company for the members during business hours between 10.00 AM to 5 PM on working days except Saturday and Sunday.



**Explanatory Statement
(under Section 102(1) of the Companies Act, 2013)**

Item No 3:

M/s S. Bandi & Co, Chartered Accountants (ICAI Firm Reg. No. 138767W), has tendered their resignation from the position of Statutory Auditor due to pre-occupations, resulting into a casual vacancy in the office of statutory Auditors of the Company as envisaged by Section 139 of the Companies Act, 2013("the Act"), Casual Vacancy caused by the resignation of auditors can only be filled by the Company, subject to approval of members in the general meeting.

Pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, the Board of Directors at its meeting, recommended the appointment of M/s. Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016) as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 29th Annual General Meeting, till the conclusion of the 34th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be fixed by the Board of Directors in consultation with them.

M/s. Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016), have conveyed their consent and eligibility to be appointed as statutory auditors of the Company along with a confirmation that, their appointment if made by the members would be within the limits prescribed under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

Your Board recommends the resolution set forth in the item no.3 of the Notice for approval of the Members.

Item No. 4:

The Board has approved the re-appointment of the Cost Auditors, M/s. Nageswara Rao & Co. at a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) per annum plus applicable taxes and out of pocket expenses at actuals, to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2023.

In accordance with the provisions of the Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2023.

None of the Directors / Key Managerial Personnel / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Board recommends the resolution set forth in the item no.4 of the Notice for approval of the Members.

Item No. 5:

Mr. Kewal Kundanlal Handa (DIN: 00056826), was appointed as Non-Executive Additional Director (Independent) by the Board of Directors of your Company by passing Circular resolution on 8th September, 2022, for a period of 5 years and he holds the office till ensuing Annual General Meeting.

Based on the recommendation of the Board of Directors, it is proposed to appoint Mr. Kewal Kundanlal Handa as an Independent Non-executive Director of the Company in terms of Section 149 read with Section 152 of the Companies Act, 2013 to hold the office for a period of 5 consecutive years commencing from 8th September, 2022 and who is not liable to retire by rotation.

Brief Profile of Mr. Kewal Kundanlal Handa

Mr. Kewal Handa serves as Non-Executive Chairman & Part-Time Non-Official Director at Union Bank of India. He had been the Non-Executive Chairman at Union Bank of India since July 6, 2017. Mr. Kewal Handa is Chairman at Clariant Chemicals (India) Ltd., Chief Executive Officer at The Third Eye Kreative Films LLP, Committee Member at Confederation of Indian Industry, a Member at Bombay Chamber of Commerce & Industry, a Member at Institute of Company Secretaries of India, a Member at The Institute of Cost & Works Accountants of India and President at Bombay Management Association.

Mr. Handa was previously employed as Executive Director & Managing Director by Wyeth Ltd. (India), Independent Non-Executive Director by Alfa Laval (India) Ltd., Chief Executive Officer, Executive Director & MD by Pfizer India Ltd., and Chairman by Medybiz Pharma Pvt Ltd.

Mr. Handa received his graduate degree from Sydenham College.

Other than Director as mentioned above, being appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution(s)

Your Board recommends the resolution set forth in the item No.5 of the Notice for approval of the members.

Item No.6

Ms. Ekta Bahl (DIN: 01437166), was appointed as Non-Executive Additional Director (Independent) by the Board of Directors of your Company by passing Circular resolution on 8th September, 2022, for a period of 5 years and he holds the office till ensuing Annual General Meeting.

Based on the recommendation of the Board of Directors, it is proposed to appoint Ms. Ekta Bahl as an Independent Non-executive Director of the Company in terms of Section 149 read with Section 152 of the Companies Act, 2013 to hold the office for a period of 5 consecutive years commencing from 8th September, 2022 and who is not liable to retire by rotation.

Brief Profile of Ms. Ekta Bahl

Ms. Ekta Bahl is a Partner with Samvad Partners and is the Partner-in-Charge of the Hyderabad office of the Firm. She is a corporate commercial lawyer who has significant experience in corporate restructuring, insolvency, private equity and M&A. She has substantial industry-specific experience in the areas of healthcare and life sciences, information

technology, and infrastructure (with special emphasis on road and power sectors). She has also provided legal assistance to various social sector enterprises and start-ups.

Ms. Ekta completed her law from the National Law School of India University, Bengaluru in the year 1997 Ekta acts as an expert external advisor and committee member in relation to anti-harassment issues at the workplace under the Prevention of Sexual Harassment Act, 2013. She also regularly undertakes training programmes and workshops not just in the context of Prevention of Sexual Harassment Act, 2013 but also on conflict management and the role of Human Resources in conflict management in the workplace, for both members of the Internal Complaints Committee, the Senior Management, the Human Resource teams as well as for employees.

Other than Director as mentioned above, being appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution(s).

Your Board recommends the resolution set forth in the item No.6 of the Notice for approval of the members.

For and on behalf of Board of Directors



Jasdeep Singh
Director
DIN: 02705303



Date: 30-09-2022

Place: Indore