



Peerless Hospitex Hospital And Research Center Limited

360, Panchasayar, Kolkata - 700 094, Phone : 033-4011 1222, 2462 2394/2462/0071-73

E-mail : ph.enquiry@peerlesshospital.com • Website : www.peerlesshospital.com

CIN - U85110WB1989PLC046938



NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of Peerless Hospitex Hospital And Research Center Limited will be held at the Registered Office of the Company at 360, Panchasayar, Kolkata – 700 094 on Saturday, 1st February, 2025 at 11.30 A.M. to transact the following business:

Special Business:

Item No. 1

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification (s) or re-enactment thereof, for the time being in force] and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company from Rs. 60,00,00,000/- (Rupees Sixty crore only) divided 4,00,00,000 (Four Crore) Equity Shares of Rs.10/- each and 20,00,000 (Twenty Lac) Non-cumulative Redeemable Preference Shares of Rs.100/- each to Rs. 5,00,00,00,000/- (Rupees Five hundred crore only) divided into 48,00,00,000 (Forty Eight Crore) Equity Shares of Rs.10/- each and 20,00,000 (Twenty Lac) Non-cumulative Redeemable Preference Shares of Rs.100/- each by increasing the additional 44,00,00,000 (Forty Four Crore only) equity shares of Rs.10/- each ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

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V. The Authorised Share Capital of the Company is Rs. 5,00,00,00,000/- divided into 48,00,00,000 (Forty Eight Crore) Equity Shares of Rs.10/- each and 20,00,000 (Twenty lakh) Redeemable Preference Shares of Rs.100/- each with the rights, privileges and conditions attached thereto as determined at the time of issue of Preference Shares.”

By Order of the Board of Directors

Regd. Office:

360, Panchasayar,

Kolkata – 700 094

Balaram Bose

Company Secretary

Dated: 6th January, 2025

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business as setting out is annexed hereto.
2. A Member entitled to attend and vote at the Extraordinary General Meeting (“the Meeting/EGM”) is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.

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3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The proxy holder shall prove his/her identity at the time of attending the Meeting.
5. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
6. Requisition for inspection of proxies shall have to be made in writing by Members entitled to vote on any resolution three days before the commencement of the Meeting.
7. Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members/proxies are requested to bring attendance slip, duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.

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10. All documents mentioned in this notice are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. up to the date of the Meeting and also at the EGM.

11. The Members of the Company are requested to provide their consent to hold the Extraordinary General Meeting at shorter notice as per the first proviso to Section 101(1) of the Companies Act, 2013. The form of the consent letter is enclosed.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 1

As part of the Peerless Group's strategic vision to expand its healthcare network, the company is actively exploring opportunities for inorganic growth through acquisitions. Peerless Hospitex Hospital and Research Centre Limited (PHHRCL) is at the forefront of this initiative, with a focus on enhancing its reach and strengthening its capabilities in providing high-quality healthcare services.

Two such current opportunities are Ayursundra Hospital, located in Ahomgaon, Guwahati and Techno India Technologies Limited (TITL), with hospitals locations in Barrackpore and Salt Lake, Kolkata.

The primary purpose of this capital increase is to raise the necessary funds for acquiring such business. This acquisition is expected to bring significant value, enhance our market position, expand our customer base, and drive future growth. A well-capitalised structure will enable us to carry out the acquisition without compromising the financial stability of the Company.

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By raising the authorised capital, the Company can avoid over-leveraging and have sufficient equity ensuring that the balance sheet remains healthy while capitalising on the growth potential of the acquired business.

Increasing the authorised share capital provides the Company with the flexibility to issue additional equity shares when necessary. The funds raised through this issuance will support the acquisition and any associated costs, and enable us to execute our business strategy without undue financial stress.

Presently the authorised share capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10/- each and 20,00,000 (Twenty Lac) Non-cumulative Redeemable Preference Shares of Rs.100/- each.

Considering the financial needs for funding such acquisition as part of expansion programme, both organic and inorganic, and the long-term plans of the Company, it will need additional capital in the form of equity.

The Board of Directors recommends passing of the special resolution as set out in Item no. 1 of this Notice.

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None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

By Order of the Board of Directors

Regd. Office:

360, Panchasayar,
Kolkata – 700 094

Balaram Bose

Company Secretary

Dated: 6th January, 2025