

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 Tuesday, 17th December, 2024 at 11.30 A.M. to transact the following businesses:

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 Sections 29, 42, 62(1)(c), 71, and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with allied rules including applicable provisions of Rule 9A and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time and as per Article 81 and 82 of the Articles of Association of the Company and subject to all such statutory and regulatory approvals, including the permissions, consents, sanctions and approval, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time-to-time by offering, issuing and allotting, 8% 75,00,000 Secured Optionally Fully Convertible Debentures ('OCDs') of Rs.100/each, Series - D on preferential allotment basis, to The Peerless General Finance & Investment Company Limited (PGFI), holding company, within a period of one year from the date of passing of this Resolution on such terms and conditions as the Board may from time to time determine and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purpose including without limitation, to finalize, approve and sign, issue offer letter, and other documents and for the purpose of the aforesaid to give such declarations, affidavits, undertakings, certificates, consents and to authorise any Director, Chief Financial Officer and/or Company Secretary to resolve all the questions of doubt that may arise with regard to the issue, offer, allotment,



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utilization of proceeds and other related matters without requiring any further consent or approval of the members of the Company with regard to the issue of OCDs and to authorize such persons as may be necessary, in connection therewith and incidental thereto in their absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid issue of OCDs."

Item No. 2

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 180(1)(c) of the Companies Act, 2013, in supersession of the earlier Resolution passed by the Company in this regard at the 25th Annual General Meeting held on 11th August, 2014, the consent of the Company be and the same is hereby accorded to the Board of Directors of the Company (the Board) to borrow moneys from time to time for the purpose of the Company's business, notwithstanding that the moneys to be so borrowed together with moneys already borrowed by the Company, if any, (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, if any, that is to say, reserves not set apart for any specific purpose, provided that the total amount of moneys to be borrowed by the Board together with moneys already borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.1000 (Rupees One thousand crore) outstanding at any one time and that for the implementation of this Resolution, the Board may act through any member thereof or any other person duly authorised by the Board in that behalf."

Item No. 3

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 180(1)(a) of the Companies Act, 2013 and that in supersession of the Special Resolution passed by the Company at 25th Annual General Meeting of the shareholders held on 11th August, 2014, consent of the Company be and the same is hereby accorded to the Board of Directors (the Board) for mortgaging and or charging of all immovable and



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movable properties of the Company, wherever situate, past and future, and the whole of the undertaking to or in favour of Banks/Financial Institutions/Trustees for Debenture holders/any lender or lenders for securing any loans or advances including loans by issue of Debentures received and / or to be received by the Company and all interest, compound or additional interest/commitment charges, premium payable on redemption, remuneration of Trustees for Debenture holders, costs, charges, expenses and all other moneys payable therefore by the Company to the said lenders within the overall limit of Rs.1000 crore (Rupees one thousand crore).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise the documents and deeds, as may be applicable, for creating the appropriate mortgage and/or charge on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors and to perform all such acts and things as may be necessary in this regard."

Item No. 4

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

"RESOLVED THAT in accordance with the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or any other applicable rule(s) made thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) the consent of the Shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by inclusion of clause 81A after existing Clause 81 in Articles of Association of the Company which is as follows:

Clause No	
81A	The Company shall have the power, subject to the provisions of the Companies Act, 2013 and any other applicable laws, to borrow money without providing any form of security (i.e., unsecured) for the repayment of such borrowings. Such borrowings may be in any form, including but not limited to loans, credit facilities, or overdrafts, from any person or entity, as determined by the Board of Directors from time to time.



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Regd. Office: 360, Panchasayar, Kolkata – 700 094 By Order of the Board of Directors

Balaram Bose Company Secretary

Dated: 18th November, 2024

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.
- 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.



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- 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.
- 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

The Company has raised a sum of Rs.175 crore by way of issue of Secured Debentures through preferential allotment basis to the Holding Company, The Peerless General Finance & Investment Company Limited in 2021, 2022 and 2023 and 2024. The amount was raised as per the estimation initially made for the expansion programme. Legal compliances in connection with the aforesaid issue have been complied with. The Project Finance Committee of the Board has been monitoring the project work as well as utilisation of the fund raised as per the schedule of the project work.

It has been observed that for furtherance of the project work smoothly and in order to ensure timely completion of project, it has become necessary to infuse fresh fund. Hence, your Company resort to raise further funds through issue of a new series of Secured Debentures on preferential allotment basis for which the Company has sought the approval of the Members.





The disclosures with respect to the issuance of Secured Debentures on preferential basis as required under the provisions of sections 42 & 62 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 are given hereunder:

a. Object of the issue:	The Company is proposing to issue Secured Optionally Fully Convertible Debentures ('OCDs')to the proposed allottee/investor by way of private placement as approved by the Board of Directors at its meeting held on 18 th November, 2024 for the purpose of future expansion of the business of the Company.
b. Total number of debentures to be issued;	Upto 75,00,000 OCDs of Rs. 100/- each, Series –D.
c. The price or price band at/within which the allotment is proposed;	Rs. 100/- each
d. Name and address of the registered valuer;	NA
e. Basis on which the price has been arrived at along with report of the registered valuer;	The OCDs are being issued at face value. The equity shares to be issued upon conversion, if the holder of the OCDs exercises its option of converting the same into equity shares of the issuer, will be valued within the applicable time period as allowed under the Companies Act, 2013.
f. Relevant date with reference to which the price has been arrived at;	Price of equity shares will be determined if the holder of the OCDs exercises its option of converting the same into equity shares of the issuer, on the basis of valuation report of the registered valuer given at the time of exercising the option.



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g. The class or classes of persons to whom the allotment is proposed to be made	Body Corporate.
h. Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Holding Company will be subscribing to the preferential issue of OCDs.
i. The proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of subscription money as per the provisions laid down in Section 42(6) of the Companies Act, 2013.
j. The names of the proposed allottee and the percentage of post preferential offer capital that may be held by them	Refer table 1 below
k. The change in control, if any, in the company that would occur consequent to the preferential offer;	NIL
1. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	NIL
m. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA
n. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	The preferential offer is being made only to the Holding Company.
o. Principle terms of assets charged as security, if applicable	The fifth charge will be created on the land and building of the issuer.
p. material terms of raising such securities	Annexed to the notice of EGM





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The pre issue and post issue shareholding pattern of the company in the format provided in Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014

Table 1

S1. No.	Category	Pre-Issue		Post-Issue		
		No. of Share held	% of shares holding	No. of shares held	% of shares holding	
A	Promoters' holding					
1	Indian					
	Individual	540	0.0030	540	0.0030	
	Bodies Corporate	22071333	93.6403	22071333	93.6403	
	Sub-total					
2	Foreign Promoters	-	5 <u>4</u> 1	-	-	
	Sub- total (A)	22071873	93.6434	22071873	93.6434	
				Contd P/O		



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Sl. No.	Category	Pre-Issue		Post-Issue	
		No. of Share held	% of shares holding	No. of shares held	% of shares holding
В	Non Promoters' holding	-	- 10 at 19	-	-
1	Institutional Investors	-	-	-	-
2	Non Institutional Investors	-	-	-	-
3.	Private corporate bodies	1488640	6.3157	1488640	6.3157
4.	Directors and relatives	370	0.0016	370	0.0016
5.	Indian Public	9430	0.0400	9430	0.0400
	Sub- total (B)	1498440	6.3573	1498440	6.3568
	Grand Total (A+B)	23570313	100.00	23570313	100.00

Except Mr. Partha Sarathi Bhattacharyya, Mr. Sumit Bose, Mr. Deepak Mukerjee Mr. Soumendra Mohan Basu, Mr. Jayanta Roy, Mr. Supriyo Sinha and Mr. Sujit Karpurkayastha who are taken to be interested due to their directorship in the Holding Company, no other Directors or Key Managerial Personnel or their relatives are concerned or interested in any manner in the aforesaid resolution.

Item No. 2

The Company currently has borrowing power of up to Rs.500 crore approved by the Shareholders of the Company at its meeting held on 11th August, 2014 and also has the power to create mortgage on the immovable properties of the Company to secure any credit facility to be taken or to be taken from any bank or financial institution from time to time.



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Considering the financial needs for the ongoing expansion programme, both organic and inorganic, it is felt that current borrowing limit is insufficient to meet the Company's projected financial requirements and hence additional borrowing capacity is required to support the same.

Therefore, it is proposed that the borrowing powers of the Company be increased to Rs.1000 crore (Rupees One thousand crore) from existing Rs.500 crore (Rupees Five hundred crores) which will provide the necessary flexibility to meet the financial obligations and support our strategic initiatives.

The Board of Directors recommends passing of the special resolution as set out in item no. 2 of this Notice.

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. 2 of the Notice.

Item No. 3

in view of enhancement of borrowing power pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, it is required enhance the power to create mortgage or otherwise dispose of the immovable properties of the Company for securing any credit facility obtained by the Company from any bank or financial institution as enumerated in Section 180(1)(a) of the said Act.

It is therefore, requested to approve the proposal to create mortgage or otherwise dispose of the immovable properties of the Company for securing any credit facility obtained by the Company from any bank or financial institution in view of enhanced borrowing limit.

The Board of Directors recommends passing of the special resolution as set out in item no. 3 of this Notice.

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. 3 of the Notice.



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Item No. 4

Currently, there is no enabling provisions contained in Articles of Association (AOA) that explicitly allow the Company to take unsecured loans. This limitation hinders the ability to secure necessary funding without collateral.

The rationales for such amendment are:

- **Flexibility in Financing**: Allowing unsecured loans will provide the Company with greater flexibility in managing cash flow and pursuing growth opportunities without the need to offer assets as collateral.
- **Competitive Edge**: Access to a broader range of financing options can enhance our competitiveness in the market.
- **Support Growth Initiatives**: Unsecured loans can be used to fund new projects, expand operations, or manage short-term financial needs.

In view of the above, it is expedient to insert a new clause in the Articles of Association of the Company that explicitly permits the company to borrow funds without requiring collateral.

The Board of Directors at the meeting held on 18th November, 2024 had approved alteration of AOA of the Company permitting the Company to raise unsecured loans from time to time, subject to the applicable laws and rules.

A copy of the AOA containing the amendments will be available for inspection by the Members during the business hours at the Registered Office of the Company upto the date of the Extra Ordinary General Meeting and also at the Extra Ordinary General Meeting.

The Board of Directors recommends passing of the special resolution as set out in Item no. 4 of this Notice.

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. 4 of the Notice.

By Order of the Board of Directors

Balaram Bose Company Secretary

Dated: 18th November, 2024

Regd. Office:

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ADDENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING

PEERLESS HOSPITEX HOSPITAL AND RESEARCH CENTER LIMITED ("The Company") had issued a Notice (Original Notice), dated 18th November, 2024 of the Extra Ordinary General Meeting (EGM) to be held on Tuesday the 17th day of December, 2024 at 11:30 A.M at the Registered Office of the Company at 360, Panchasayar, Kolkata – 700 094 to transact four special business items as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No 5:

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of the Section 186 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto a maximum aggregate amount of Rs. 1,000 crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one 100 percent of the Company's free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

By Order of the Board of Directors

Balaram

Balaram Bose Company Secretary

Date : 26th November, 2024 Place: Kolkata



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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of Item No. 5 as set out in the Notice is annexed hereto.

ANNEXURE TO THE NOTICE

Statement setting out material facts under Section 102 of the Companies Act, 2013

Item No. 5

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or 100 percent of its free reserves and securities premium account, whichever is more.

As part of the Company's strategic focus on expanding its hospital network through inorganic growth, the Company is actively evaluating potential acquisition targets. This initiative aims to enhance the market presence, diversify service offerings, and leverage synergies to achieve greater operational efficiency and profitability.

The limit upto which the Company can grant loan to other body corporate or invest in securities of other body corporate, as per Section 186 of the Companies Act, 2013 is as follows:

FY 2023-24

		(in lakhs)
Particulars	Amount (Rs.)	Amount (Rs.)
a. Paid up share capital	2,357.03	
b. Free reserves	11,396.66	
c. Securities Premium	1,174.67	
60% of paid up capital, free reserves and securities premium account as on 31.03.2024 [60% of (a+b+c)]		8,957.01
100% of free reserves and securities premium as on 31.03.2024 [100% of (b+c)]		12,571.33
Higher of 60% of paid up capital, free reserves and securities premium account or 100% of free reserves		12,571.33

Hence, consent of the shareholders is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate upto Rs.1000 crores, in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at item No.5 of this Notice.



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None of the Directors and / or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 in the notice.

Your Directors recommend the resolution as at Item No. 5 for your approval

By Order of the Board of Directors

Balaram Bose Company Secretary

Date : 26th November, 2024 Place: Kolkata