



# BE SWASTH HEALTHCARE LIMITED

(Formerly Known As Ujala Commercials Limited)

CIN: L93000DL1985PLC021397

Date: 27.09.2023

To,

**The Head - Listing & Compliance**

Metropolitan Stock Exchange of India Limited (MSEI)  
Vibgyor Tower, 4th Floor,  
Plot No. C-62, G - Block,  
Opp. Trident Hotel  
Bandra Kurla Complex  
Mumbai-400098

ISIN: INE288U01011

**Subject: Proceedings of 37<sup>th</sup> Annual General Meeting (AGM)**

Dear Sir/Ma'am,

With respect to the above captioned subject, pursuant to Regulation 30(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith proceedings of the 37<sup>th</sup> Annual General Meeting of the company held on Wednesday, 27<sup>th</sup> September, 2023 at 10:00 AM.

Thanking you,

**For Be Swasth Healthcare Limited**

**Karan Jindal**  
**(Company Secretary & Compliance Officer)**  
**(Membership Number: A71387)**  
Encl: a/a



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**SUMMARY OF THE PROCEEDINGS OF THE 37<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”) OF BE SWASTH HEALTHCARE LIMITED (FORMERLY KNOWN AS UJALA COMMERCIALS LIMITED) HELD ON WEDNESDAY, THE 27<sup>th</sup> SEPTEMBER, 2023 AT 10.00 A.M. AT MAHARAJA BANQUET AT A-1/20A, PASCHIM VIHAR (OPPOSITE METRO PILLAR NO. 256), MAIN ROHTAK ROAD, NEW DELHI 110063**

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The 37<sup>th</sup> Annual General Meeting (**AGM**) of the members of **Be Swasth Healthcare Limited** (Formerly known as Ujala Commercials Limited) (“the Company”) was held on **Wednesday, 27<sup>th</sup> September, 2023 at 10:00 A.M.** at Maharaja Banquet at **A-1/20A, Paschim Vihar (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi 110063.**

The Company Secretary i.e. Mr. Karan Jindal introduced all the Directors, and the Secretarial Auditor attending the meeting.

The Chairperson & Directors greeted the members attending the AGM.

The Company Secretary further informed that due to some Health issues Mr. Ganesh Ray was unable to chaired the meeting. Therefore, he requested to all the Directors to elect among themselves the Chairperson for this meeting.

Mr. Ganesh Ray, Independent Director proposed the name of Ms. Sonali Gupta to chair the meeting.

Ms. Sonali Gupta, Chairperson, chaired the meeting. The requisite quorum being present, the Chairperson called the meeting to order.

Thereafter, the Chairperson delivered the speech and informed the shareholders present that the notices convening the meeting, and Annual Accounts and Directors’ Report for the year 2022-2023 were taken as read. The Chairperson of the meeting informed the members that as per the provisions of section 145 of the Companies Act, 2013 and Secretarial Standard 2 issued by Institute of Companies Secretaries of India, the auditor’s report has to be read in case there is any qualification or adverse remark in the auditor’s report. As there is no qualification or adverse remarks in the Statutory auditor’s report of the Company, it was not required to be read, but we have four qualification in Secretarial Audit Report issued by the Secretarial Auditor of the Company, i.e. *“1. Pursuant to provisions of Section 149 of Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), Every individual:*

*a. who has been appointed as an independent director in a company, on date of commencement of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, shall within a period of thirteen months from such commencement; or*



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*b. who intends to get appointed as an independent director in a company after such commencement, shall before such appointment, apply online to institute for inclusion of his name in data bank for a period of one year or five years or for his life-time, and from time to time take steps as specified in sub-rule (2), till he continues to hold office of an independent director in any company.*

*However, Mr. Ganesh Ray and Mrs. Sushma Jain, independent directors in company have not applied to institute for inclusion of their name in data bank, hence stand ineligible to be appointed as such in the office of independent directors in any company.*

*2. Pursuant to provisions of Regulation 3 (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015. board of directors or head(s) of organization of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing nature of unpublished price sensitive information and names of such persons who have shared information and also names of such persons with whom information is shared under this regulation along with PAN or any other identifier authorized by law where PAN is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. However, Company is not maintaining structured digital database.*

*3. Pursuant to Regulation 17 1(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, board shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors and Pursuant to Regulation 17 1(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 where chairperson of board of directors is a non-executive director, at least one-third of board shall comprise of independent directors and where listed entity does not have a regular non-executive chairperson, at least half of board shall comprise of independent directors. Provided that where regular non-executive chairperson is a promoter of listed entity or is related to any promoter or person occupying management positions at level of board of director or at one level below board of directors, at least half of board shall consist of independent directors. However, Mr. Ganesh Ray and Mrs. Sushma Jain, are ineligible to be appointed as Independent Director in any company they are still holding position of Independent Director of the Company it is a violation of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

*4. Company has not paid listing fees to the exchange."*

Thereafter the Board of Directors present their views and clarification on the above qualification and assured that this will be complied soon.



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Further, The Chairperson informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the Members entitled to cast their votes on all resolutions. Remote e-voting facility commenced at 09.00 A.M.(IST) on 24<sup>th</sup> September 2023 and ended at 5.00 P.M.(IST) on 26<sup>th</sup> September 2023.

The Chairperson requested the members who had not yet cast their votes or were otherwise not barred from exercising their voting rights to cast their votes on the abovementioned resolutions through Polling papers.

Mr. Apoorv Srivastava, Practicing Company Secretary, (having Membership No. 12734 and Certificate of Practice Number 21063) has been appointed as the Scrutinizer by the Board for the purpose of scrutinizing the process of remote e-voting held prior and voting through poll.

The Chairperson explained the objective and implications of each resolution and requested the Members to ask questions or seek clarifications or express their views on the agenda items. Thereafter put the resolutions to vote at the meeting.

The following items of business as set out in the Notice convening 37<sup>th</sup> Annual General Meeting (AGM) were transacted as follows :

## **ORDINARY BUSINESS: -**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, along with Reports of Independent Auditors and Directors thereon. **(Ordinary Resolution)**.
2. To consider and approve the re-appointment of Ms. Sonali Gupta (DIN: 09277676), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and showed her willingness to be re-appointed. **(Ordinary Resolution)**.

The Chairperson further informed that results of remote e voting would be declared within two working days from the conclusion of this meeting i.e. on or before September 29, 2023. The voting result will be submitted to the stock exchanges and also will be uploaded on the website of the company.

Ms. Sonali Gupta, Chairperson granted vote of thanks to shareholder and requested Mr. Karan Jindal, Company Secretary to conclude the meeting.



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The meeting concluded at 10:30 A.M.

**For and on Behalf of  
Be Swasth Healthcare Limited  
(Formerly known as Ujala Commercials Limited)**

**Karan Jindal  
(Company Secretary & Compliance Officer)  
(Membership Number: A71387)**