

November 7, 2022

**Shalby/SE/2022-23/72**

The Listing Department  
**National Stock Exchange of India Ltd**

**Scrip Code : SHALBY**

Through :

<https://www.connect2nse.com/LISTING/>

Corporate Service Department

**BSE Limited**

**Scrip Code: 540797**

Through : <http://listing.bseindia.com>

**Sub : Postal Ballot Notice**

**Dear Sir,**

With reference to our above referred letter and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice dated October 18, 2022.

The aforesaid Postal Ballot Notice will be sent electronically to the all the members on November 9, 2022, whose names appeared in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, November 4, 2022, to their registered email address.

The Company has engaged National Securities Depository Limited ("NSDL") to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence on Friday, November 11, 2022 at 9.00 A.M. (IST) and ends on Saturday, December 10, 2022 at 5.00 P.M. (IST) for E-voting Event Number 122768. The said Postal Ballot Notice is also available on the website of the Company [www.shalby.org](http://www.shalby.org).

In compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed Mr. Chintan Patel, (CP No. 20103), Proprietor, M/s. Chintan I Patel & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot/E-voting process in a fair and transparent manner.

The attached Postal Ballot Notice seeking approval of Shareholders through remote E-voting (Voting through Electronic means) is for the following businesses:

<b>Sr.</b>	<b>Resolutions Description</b>	<b>Type of Resolution</b>
1	Appointment of Mr. Vijay Kedia (DIN:00230480) as a Non-Executive Non-Independent Director	Ordinary
2	Reappointment of Mrs. Sujana Shah (DIN:08100410) as an Independent Director of the Company for second term	Special

The Calendar of Events for the proposed postal ballot process was submitted earlier vide our letter dated October 20, 2022 and is attached herewith for ready reference.

**SHALBY LIMITED**

**Regd. Office:** Opp. Karnavati Club, S. G. Road, Ahmedabad - 380 015, Gujarat, India.

Tel: 079 40203000 | Fax: 079 40203109 | [info.sg@shalby.org](mailto:info.sg@shalby.org) | [www.shalby.org](http://www.shalby.org)

CIN: L85110GJ2004PLC044667

# SHALBY LIMITED

•Passion•Compassion•Innovation•

You are requested to take the above information on record.

Thanking You.

Yours faithfully,  
**For Shalby Limited**

**Tushar Shah**  
**AVP & Company Secretary**  
Mem. No. F7216

**Encl.:** as above

## SHALBY LIMITED

**Regd. Office:** Opp. Karnavati Club, S. G. Road, Ahmedabad - 380 015, Gujarat, India.

Tel: 079 40203000 | Fax: 079 40203109 | [info.sg@shalby.org](mailto:info.sg@shalby.org) | [www.shalby.org](http://www.shalby.org)

CIN: L85110GJ2004PLC044667

**Calendar of Events – Postal Ballot Notice**

<b>Sr.</b>	<b>Description of Events</b>	<b>Date</b>
1	Cut-Off date for identification of voting rights of the members and to send the postal ballot notice	Friday, 4 November, 2022
2	Date of completion of dispatch of Notice	Wednesday, 9 November, 2022
3	Date of Commencement of e-Voting by Electronic means	Friday, 11 November, 2022
4	Last date for E-Voting	Saturday, 10 December, 2022
5	Date on which Resolution will be deemed to be passed.	Saturday, 10 December, 2022
6	Date of submission of the Report by the Scrutinizer	Monday, 12 December, 2022
7	Date of declaration of the result by the Chairman	Monday, 12 December, 2022

**For Shalby Limited**

**Tushar Shah**  
**AVP & Company Secretary**  
Mem. No. F7216

**SHALBY LIMITED**

**Regd. Office:** Opp. Karnavati Club, S. G. Road, Ahmedabad - 380 015, Gujarat, India.  
Tel: 079 40203000 | Fax: 079 40203109 | info.sg@shalby.org | www.shalby.org  
CIN: L85110GJ2004PLC044667

# SHALBY LIMITED

•Passion•Compassion•Innovation•

## SHALBY LIMITED

CIN: L85110GJ2004PLC044667

**Registered Office:** Shalby Multi-Specialty Hospitals, Opp. Karnavati Club, S. G. Road,  
Ahmedabad – 380 015, Gujarat.

**Corporate Office:** B-301 & 302, Mondeal Heights, Opp. Karnavati Club, S. G. Road,  
Ahmedabad – 380015, Gujarat.

Tel: 91 79 4020 3000

**Website:** [www.shalby.org](http://www.shalby.org), **E-mail:** [companysecretary@shalby.in](mailto:companysecretary@shalby.in)

## POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]*

To  
The Members of Shalby Limited

Dear Member(s),

**NOTICE** is hereby given to the Members of Shalby Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Postal Ballot Rules”) read with the General Circular no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular no.20/2021 dated December 8, 2021 and General Circular no.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the resolutions as mentioned in this notice are being proposed to be passed through Postal Ballot by way of voting through electronic means (“remote e-voting”) only.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”) and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / KFin Technologies Limited, the Company’s Registrar & Transfer Agent (hereinafter referred as “RTA”). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing E-voting facility to the Members of the Company, enabling them to cast their vote in a secure manner.

The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter. The Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the said Resolutions setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (the “Board”) at its meeting held on October 18, 2022, in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, have appointed Mr. Chintan Patel, (CP No. 20103), Proprietor, M/s. Chintan I Patel & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot/E-voting process in a fair and transparent manner. Please note that there will be no physical meeting of the Members of the Company.

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him relating to e-voting in a fair and transparent manner. The results of the e-voting will be announced within 48 hours of the closure of the e-voting i.e., on or before Monday, December 12, 2022, at the Registered office of the Company and will be displayed at the Registered as well as Corporate office of the Company and intimated/communicated to BSE Limited (the “BSE”) and National Stock Exchange of India Limited (the “NSE”) (hereinafter collectively referred to as the “Stock Exchanges”) where the equity shares of the Company are listed.

The resolutions, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., Saturday, December 10, 2022. The members are requested to consider and, if thought fit, pass the following resolutions:

## **SPECIAL BUSINESS**

### **Item No. 1: APPOINTMENT OF MR. VIJAY KEDIA (DIN: 00230480) AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider, and if thought fit, to pass the following resolution(s) as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vijay Kedia (DIN: 00230480), who was appointed as an Additional Director (Non-Executive, Non-Independent) by the Board of Directors of the Company with effect from October 18, 2022, pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the company, liable to retire by rotation under the provisions of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, and execute all such documents, appointment letters, instruments and writings as may be necessary, proper and expedient or incidental, including filing of requisite forms, reports, returns, and documents with appropriate authorities, to give effect to this resolution.”

**Item No. 2: REAPPOINTMENT OF MRS. SUJANA SHAH (DIN: 08100410) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM.**

To consider, and if thought fit, to pass the following resolution(s) as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Sujana Shah (DIN: 08100410), who holds office of the Independent Director till May 06, 2023, be and is hereby re-appointed as an Independent Director of the Company, not liable to be retire by rotation, to hold office for second term of five consecutive years, commencing from May 07, 2023 till May 06, 2028.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, and execute all such documents, appointment letters, instruments and writings as may be necessary, proper and expedient or incidental, including filing of requisite forms, reports, returns, and documents with appropriate authorities, to give effect to this resolution.”

Place: Ahmedabad  
Date: October 18, 2022

Regd. Office: Shalby Multi-Specialty Hospitals,  
Opp. Karnavati Club  
S. G. Road, Ahmedabad 380015

By Order of the Board of Directors

**Tushar Shah**  
**AVP & Company Secretary**  
Mem. No.F7216

**Notes:**

1. The MCA Circular has extended the timeline upto December 31, 2022 or until further orders whichever is earlier for convening of extraordinary general meetings and passing of Resolutions through Postal Ballot as per the prescribed framework on account of COVID 19 Pandemic. The MCA Circulars provide that the communication of assent / dissent of the members in the Postal Ballot will take place only through e-voting. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolution through Postal Ballot by voting through electronic means (“remote e-voting”).
2. For voting through remote e-voting as per the facilities arranged by the Company, Members are requested to read the instructions in the Notes under the section “The Process and manner of voting by electronic means” of this Notice.
3. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with applicable Rules made thereunder and Secretarial Standard-2 on General Meetings (“SS2”) stating all material facts and the reasons for the proposal is annexed herewith and forms a part of the Postal Ballot notice.
4. In accordance with the MCA and SEBI Circulars, the Company is sending this Notice of Postal Ballot to the members in electronic form only. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. In line with the MCA Circulars, Postal Ballot notice will be available on the website of the Company at <https://www.shalby.org>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and will also be available on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from NSDL and CDSL as on November 04, 2022 and whose e-mail IDs are registered with the Company / Depositories (NSDL/CDSL). Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the RTA of the Company.
6. In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Members whose names appear on the Register of Members/Register of Beneficial Owners as on cut-off date i.e., November 04, 2022 will only be considered for the purpose of e-voting. A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purpose only.
7. The remote e-voting period will commence from 9.00 a.m. on Friday, 11th November, 2022, and ends at 5.00 p.m. on Saturday, 10<sup>th</sup> December, 2022. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. The Company has, in compliance with Rule 22 (5) of the Rules, appointed Mr. Chintan I Patel (C.P. No 20103) Practicing Company Secretary (Membership No.: 53253) of Chintan I. Patel & Associates. Company Secretaries, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
9. The Scrutinizer after the conclusion of the remote e-voting on December 10, 2022, will submit the Consolidated Scrutinizer's Report within the prescribed time to the Chairman & Managing Director of the Company or any

other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.

10. The Result of the Postal Ballot will be announced at or before 5.00 p.m. on Monday, December 12, 2022 at the Registered Office of the Company at Shalby Hospitals, Opp. Karnavati Club, SG Highway, Ahmedabad-380015. The results will be uploaded on the Company's website at <https://www.shalby.org/>, website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be available on the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
11. Resolution passed by the members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the members of the Company.
12. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the Equity Shares registered in the name of the members as on 04<sup>th</sup> November, 2022. Once the vote is cast on the Resolution, it cannot be modified.
13. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
14. Members are requested to read the instructions in the Notes under the section "The Process and manner of voting by electronic means" in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Saturday, December 10, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
15. The Resolution, if passed by the requisite majority shall be deemed to have been passed on Saturday, December 10, 2022, the last date specified for receipt of votes through the e-voting process.
16. The vote in this Postal Ballot cannot be exercised through proxy.
17. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents can send an email to [companysecretary@shalby.in](mailto:companysecretary@shalby.in).
18. Members may send their queries related to item included in the Postal Ballot notice on the email [companysecretary@shalby.in](mailto:companysecretary@shalby.in) from their registered email address, mentioning their name, folio number / DP ID- Client ID as applicable, mobile number, copy of PAN Card.
19. A person who is not a member as on cut-off date should treat this Notice for information purpose only.



## 1. PROCESS OF E-VOTING

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43</p>

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cschintan.mba@gmail.com](mailto:cschintan.mba@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [companysecretary@shalby.in](mailto:companysecretary@shalby.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([companysecretary@shalby.in](mailto:companysecretary@shalby.in)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Companies Act**”) sets out the material facts relating to the special business mentioned in the accompanying Postal Ballot Notice dated October 18, 2022 (the “**Postal Ballot Notice**”) and necessary information or details in respect of the proposed resolutions in terms of the Companies Act, the Rules made thereunder, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”).

**Item No. 1:**

The Board of Directors on the recommendation of Nomination and Remuneration Committee and Subject to the approval of Members pursuant to Section 152 and 161 of the Companies Act, 2013, approved the appointment of Mr. Vijay Kedia (DIN: 00230480) as an Additional Director (Non-Executive Non Independent) with effect from October 18, 2022. He would be liable to retire by rotation in terms of provisions of Article of Association of the Company and the Companies Act, 2013.

The Board considers that Mr. Vijay Kedia’s association would be of immense benefit to the Company as the Non-Executive Non Independent Director. Except Mr. Vijay Kedia, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

The proposed resolution seeks the approval of members, pursuant to provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Vijay Kedia as the Non- Executive Non Independent Director of the Company.

Mr. Vijay Kedia is not debarred or disqualified for appointment as the director of the Company in terms of Section 164, read with applicable rules of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Vijay Kedia is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company.

Brief profile of Mr. Vijay Kedia is set out in the “Information about Directors seeking appointment/ reappointment as mandated under the SEBI (LODR) Regulation 2015” which is annexed with the notice.

The Board on the recommendation of the Nomination and remuneration committee considers the appointment of Mr. Vijay Kedia as the Non-executive Non Independent Director in the interest of the Company and recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for approval of Members.

**Item No. 2:**

In terms of provisions of section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligation and Requirements) Regulations, 2015, as amended from time to time, Mrs. Sujana Shah (DIN: 08100410), was appointed as an Independent Director of the Company for the first term of five consecutive years, on May 07, 2018 and holds office of the Independent Director till May 06, 2023.

The Board of Directors at its meeting held on October 18, 2022, upon the recommendation of the Nomination and Remuneration Committee, have approved her re-appointment as an Independent Director for the second term of 5 consecutive years w.e.f. May 07, 2023 till May 06, 2028.

During her tenure as an Independent Director of the Company over the last 5 years, Mrs. Shah has contributed immensely to the Board and Committee deliberations, the approval of members by way of special resolution is being sought to re-appoint Mrs. Sujana Shah as an Independent Director of the Company for second term of 5 years. Except Mrs. Sujana Shah, none of the Directors, Key Managerial Personnel of the Company, or their relatives are in anyway concerned or interested in the resolution, except to the extent of their shareholding in the Company.

The proposed resolution seeks the approval of members, pursuant to provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the re-appointment of Mrs. Sujana Shah as the Independent Director of the Company.

Mrs. Sujana Shah is not debarred or disqualified from being re-appointed or continuing as a director of the Company by the Board, MCA or any such statutory authority in terms of SEBI circular no LIST/COMP/14/2018-19 dated June 20, 2018.

Mrs. Sujana Shah is not related in any capacity whether directly or indirectly with any other Director, Manager and Key Managerial Personnel (KMP) of the Company.

Brief profile of Mrs. Sujana Shah is set out in the "Information about Directors seeking appointment/ reappointment as mandated under the SEBI (LODR) Regulation 2015" which is annexed with the notice.

The Board on the recommendation of the Nomination and remuneration committee considers the re-appointment of Mrs. Sujana Shah as Independent Director in the interest of the Company and recommends the Special Resolution as set out in Item No. 2 of the Notice for approval of Members.

**Information required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment is set out below:**

<b>Name of Director</b>	<b>Mr. Vijay Kedia [ DIN : 000230480]</b>	<b>Mrs. Sujana Shah [DIN : 08100410]</b>
Age in completed years	63 years	45 years
Date of first appointment on the Board	18/10/2022	07/05/2018
Qualification / Brief Resume / Expertise in specific functional area/ experience	<p>Mr. Vijay Kedia, aged 63 years, graduated in Commerce from Kolkata University. He is Managing Director of Kedia Securities Pvt. Ltd. He is expert in capital market, assessing business viability, strategies to lead the business and others. He has been holding Directorship in many other companies like:</p> <ul style="list-style-type: none"> <li>• Atul Auto Limited</li> <li>• Greenline Tea &amp; Exports Limited</li> <li>• Tea Estate Private Limited</li> <li>• Three PL Services Private Limited</li> </ul> <p>Kedia has been a keynote speaker in institutes such as S.P. Jain, Welingkar Institute of Management, BITS Pilani, HR College, St. Xavier College, The Institute of Company Secretaries of India, The Institute of Chartered Accountants of India, CFA Institute, IIM Ahmedabad, IIM Bangalore, London Business School, TEDx - IIM Amritsar and TEDx-DSB International School.</p> <p><b>Awards :-</b></p> <ul style="list-style-type: none"> <li>• In 2016 Vijay Kedia was conferred with a Doctorate degree for Excellence in The Field of Management.</li> <li>• On 21st December 2020, Vijay Kedia was awarded with “SARVOTTAM SAMMAN” 2020 at Raj Bhavan by the Maharashtra Governor Shri. Bhagat Singh Koshyari. He was also accredited with Shri Babasaheb Ambedkar award and Shri Abdul Kalam award.</li> </ul>	<p>Mrs. Sujana Shah, aged 45 years, is a Practicing Chartered Accountant for over 2 decades. She is further qualified as a Diploma in Information System Audit from has major inclination towards CSR activities. She had been working as a partner for an eminent Ahmedabad based firm M/s. V. R. Shah &amp; Associates for about 10 years until she was appointed in Shalby Ltd. as an Independent Director along with her Proprietorship firm.</p>



	<ul style="list-style-type: none"> <li>• He is also active on twitter and had written 13 songs to educate investors and posted them on YouTube.</li> </ul>																					
No. of Shares held in the Company	6,99,650 Shares (0.65% of the Paid-up Equity Share Capital)	Nil																				
Relationship with other Directors and Key Managerial Personnel	Mr. Vijay Kedia, is not related to any of the Directors on the Board.	Mrs. Sujana Shah, is not related to any of the Directors on the Board.																				
No of meetings of the Board attended during the year	Post appointment of Mr. Vijay Kedia as an Additional Director, no Board Meeting was held, hence he has not attended any Board Meeting of the Company.	FY 2021-22: Five out of Five meetings FY 2022-23: Three out of Three meetings upto October 18, 2022																				
Directorships	<ul style="list-style-type: none"> <li>• Atul Auto Limited</li> <li>• Greenline Tea &amp; Exports Limited</li> <li>• Dharam Nagar Tea Estate Private limited</li> <li>• Three PL Services Private Limited</li> <li>• Kedia Securities Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Shalby Limited</li> <li>• Mars Medical Devices Limited</li> </ul>																				
Chairmanship/Membership -Committees of Companies	<table border="1"> <thead> <tr> <th>Name of Company</th> <th>Name of Committee*</th> <th>Chairman / Member</th> </tr> </thead> <tbody> <tr> <td>Atul Auto Limited</td> <td>RMC</td> <td>Member</td> </tr> </tbody> </table>	Name of Company	Name of Committee*	Chairman / Member	Atul Auto Limited	RMC	Member	<table border="1"> <thead> <tr> <th>Name of Company</th> <th>Name of Committee*</th> <th>Chairman / Member</th> </tr> </thead> <tbody> <tr> <td rowspan="5">Shalby Limited</td> <td>AC</td> <td>Member</td> </tr> <tr> <td>RMC</td> <td>Member</td> </tr> <tr> <td>NRC</td> <td>Member</td> </tr> <tr> <td>CSR</td> <td>Chairperson</td> </tr> <tr> <td>NRC</td> <td>Member</td> </tr> </tbody> </table>	Name of Company	Name of Committee*	Chairman / Member	Shalby Limited	AC	Member	RMC	Member	NRC	Member	CSR	Chairperson	NRC	Member
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\* Abbreviation

AC – Audit Committee NRC – Nomination and Remuneration Committee CSR – Corporate Social Responsibility Committee CC – Compensation Committee

Place: Ahmedabad  
Date: October 18, 2022

By Order of the Board of Directors

**Regd. Office:** Shalby Multi-Specialty Hospitals,  
Opp. Karnavati Club  
S. G. Road, Ahmedabad 380015

**Tushar Shah**  
**AVP & Company Secretary**  
Mem. No. F7216