

# SHALBY<sup>®</sup>

## MULTI-SPECIALTY HOSPITALS

### Shalby Limited

**Regd. Off.:** Shalby Hospitals, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015

Tel : +91 79 4020 3000, Website : [www.shalby.org](http://www.shalby.org) Email : [companysecretary@shalby.in](mailto:companysecretary@shalby.in) CIN:L85110GJ2004PLC044667

## Notice AGM

**Notice** is hereby given that the 17<sup>th</sup> Annual General Meeting ('AGM') of the Members of Shalby Limited will be held on Monday, September 27, 2021 at 4:30 p.m. through video conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business;

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

To receive, consider and adopt

- the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2021 together with Reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2021 and Auditors Report thereon.

#### 2. Declaration of Dividend

To declare a Dividend of ₹ 1/- (Rupees One) per equity share of ₹ 10/- each for the financial year 2020-21

#### 3. Appointment of a Director retire by rotation

To appoint of Dr. Ashok Bhatia (DIN: 02090239), who retires by rotation as a Director and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. Appointment of Mr. Shyamal Joshi (DIN: 00005766) as an Independent Director

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 149, 150 and 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections and rules made under the Companies Act, 2013

(including any statutory modifications or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Shyamal Joshi (DIN:00005766), a Non-Executive Director of the Company, who has given his consent and has submitted a declaration that he meets the criteria for being appointed as Independent Director under section 149(4) of the Act and as recommended by Nomination and Remuneration Committee and appointed by the Board of Directors as an Independent Director of the Company and in respect of whom company has received a notice in writing from a member under section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for his first term for a period of 5 years w.e.f. May 17, 2021 and the term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

#### 5. Appointment of Mr. Sushobhan Dasgupta (DIN: 06381955) as Non-Executive Director

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

**"RESOLVED THAT** Mr. Sushobhan Dasgupta (DIN: 06381955) who was appointed as an Additional Director designated as Vice Chairman and Global President of the Company w.e.f. 17<sup>th</sup> May, 2021 by the Board of Directors and who holds office upto the date of this

Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and as per the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and appointed by the Board of Directors, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Sushobhan Dasgupta's candidature for the office of the Director, be and is hereby appointed as a Non-executive Non Independent Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** Mr. Sushobhan Dasgupta is not entitled for any sitting fees for attending any meeting of Board or any committee thereof.

**RESOLVED FURTHER THAT** Mr. Sushobhan Dasgupta is entitled for reimbursement of any expenses made for business purpose including but not limited to traveling, lodging and attending meeting in connection thereof.

**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

#### 6. Ratification of the remuneration payable to Cost Auditors of the Company

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration, as recommended by Audit and Risk Management Committee and, as approved by the Board of Directors and set out in the statement annexed to the notice convening this meeting, to be paid to M/s. Borad Sanjay B & Associates, Cost Accountants, Ahmedabad (Firm Registration No. 102408), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022, be and is hereby ratified."

By Order of the Board of Directors

**Tushar Shah**  
Company Secretary  
Mem. No. FCS7216

Place : Ahmedabad  
Date : May 14, 2021

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

#### NOTES

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 17<sup>th</sup> AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporate are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto. The relevant details of the Director seeking appointment / re-appointment at this AGM, pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standards issued by Institute of Company Secretaries of India on General Meetings issued by the Institute of Company Secretaries of India are also annexed hereto.
4. Members seeking any information with regard to the accounts or any matter to be placed at the ensuing AGM, are requested to write to the Company on or before September 18, 2021 through email on [companysecretary@shalby.in](mailto:companysecretary@shalby.in).
5. Members who would like to express their views or ask questions during the AGM, may register themselves as a speaker between September 21, 2021 and September 23, 2021 by sending an email on [companysecretary@shalby.in](mailto:companysecretary@shalby.in) from their registered email address, mentioning their name,

demat account number / folio number, email address and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time as appropriate for smooth conduct of the AGM.

6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed herewith.

#### **Dispatch of Annual Report through electronic mode**

7. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members who holds shares as on August 27, 2021 and whose e-mail address is registered with the Company / Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.shalby.org](http://www.shalby.org), 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.
8. For receiving communication from the Company electronically:
  - a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [companysecretary@shalby.in](mailto:companysecretary@shalby.in) or to company's R&T Agent KFin Technologies at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

#### **Book Closure:**

9. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 21, 2021 to Monday, September 27, 2021 (both days inclusive) to determine entitlement of the shareholders to receive dividend for the year 2020-21 and in connection with Annual General Meeting of the Company.

#### **Dividend:**

10. The Board of Directors at its meeting held on May 5, 2021, has recommended a final dividend of ₹ 1/- per equity share of the face value of ₹ 10/- each. The final dividend, if declared at the Annual General Meeting, will be paid to those members of the Company, whose names appear in

the Register of Members or Register of Beneficial Ownership as on Monday, September 20, 2021. The dividend will be paid to all the shareholders within statutory timelines.

11. The dividend, if approved, will be paid by crediting in to the bank account as provided by NSDL and CDSL through ECS / NECS / electronic transfer, to those shareholders holding shares in electronic form and having valid bank details registered with the depository. In respect of shareholders holding shares in physical form and active bank details are not updated with RTA or in case of ECS / NECS / electronic payment is rejected, dividend will be paid by dividend warrants / demand drafts.
12. Members holding shares in physical form are requested to update their bank details including IFSC code and 9 digit MICR code with RTA or Company, by quoting registered folio number and attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.
13. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1<sup>st</sup> April 2020 shall be taxable in the hands of the Shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the amount of dividend payable does not exceed ₹ 5,000/-. Your Company shall therefore be required to deduct tax at source at the time of making the payment of the said Dividend payable. The shareholders are requested to update their PAN with the Company / Kfin Technologies Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). However, no tax or reduced tax shall be deducted on the dividend payable by the company in cases the shareholder provides Form 15G (applicable to any Resident Individual other than a Company or a Firm) / Form 15H (applicable to an Resident Individuals above the age of 60 years) / Form 10F (applicable to Non-Residents), provided that the eligibility conditions are being met. Needless to say, Permanent Account Number (PAN) is mandatory for category of Forms. To avail this benefit, shareholders need to provide respective declaration/document through email at [companysecretary@shalby.in](mailto:companysecretary@shalby.in) form15/ latest by Monday, September 20, 2021.
14. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading respective declaration/documents as mentioned hereinabove.

15. In case the Dividend has remained unclaimed in respect of financial year 2018-19 and/or 2019-20, the Shareholders are requested to approach the Company with details of DP ID, client ID, their dividend warrants for revalidation with the Letter of Undertaking and a canceled cheque of the first named shareholder for credit of the dividend amount directly to bank account. The Company has uploaded the data regarding unpaid and unclaimed dividends amount lying with the Company on the website of the Company as well as on the website of the Ministry of Corporate Affairs. Investors are therefore requested to verify the data and lodge their claims of unpaid dividend, if any.
9. Members desirous in seeking any information with regard to accounts / financial statements are requested to send their queries to the Company through email at [companysecretary@shalby.in](mailto:companysecretary@shalby.in) at least ten days before the meeting so as to enable the management to keep the relevant information ready and answer them in the meeting.
10. As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialized form. Shareholders holding shares in physical form are advised to avail the facility of dematerialization.

**AGM:**

1. The Company has appointed National Securities Depository Limited, to provide e-voting and Video Conferencing facility for the Annual General Meeting.
2. Pursuant to the provisions of the MCA circulars, Members can attend the meeting through log in credentials provided to them to connect to Video conference. Members will be allowed to attend AGM through VC/OAVM on first come first served basis.
3. Institutional / corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), at e-mail ID: [companysecretary@shalby.in](mailto:companysecretary@shalby.in) Such authorization shall contain necessary authority in favour of its authorized representative(s) to attend the AGM.
4. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in a separate annexure to this Notice.
5. The attendance of the Members (members logins) attending the AGM through video conferencing will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
7. **Instructions relating to Remote e-Voting and attending AGM through VC/OAVM are annexed to this Notice.**
11. Members holding shares in physical mode are required to update their Permanent Account Number (PAN), bank details & email ID with the RTA of the Company, if not registered as mandated by SEBI.
12. Members holding shares in electronic mode
  - (a) are requested to update their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts, if not submitted to their DPs.
  - (b) are requested to register/update their email address with their respective DPs for receiving all communication from the Company electronically.
  - (c) are advised to contact their respective DPs for registering the nomination.
13. Non-Resident Indian Members are requested to inform to respective Depository Participants, immediately of
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of bank account maintained in India with name of bank, branch address, bank account number, type of account etc.
14. The Scrutinizer shall make, not later 48 hours of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against or invalid votes, if any, and submit forthwith to the Chairman of the Company or any other director or person authorized, who shall countersign the same and declare the result of the voting. The results so declared along with Scrutinizer's Report shall be placed on the Company's website [www.shalby.org](http://www.shalby.org) and on the website of [evoting.nsdl.com](http://evoting.nsdl.com) and shall also be disseminated on the website of Stock Exchanges, where the Company's shares are listed.

**Other Notes**

8. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members in electronic mode.

## Annexure to e-AGM Notice

### INSTRUCTIONS FOR ATTENDING AGM THROUGH VC/OAVM AND VOTING THROUGH REMOTE E-VOTING

The remote e-voting period begins on Thursday, September 23, 2021 at 9:00 a.m. and ends on Sunday, September 26, 2021 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 20, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 20, 2021.

#### 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 and joining virtual meeting 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 NSDL <b>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 "<b>Login</b>" 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 "<b>Access to e-Voting</b>" 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 or joining virtual meeting &amp; voting during the meeting.</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 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 <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 or joining virtual meeting & voting during the meeting.

**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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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

## 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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- |  |  |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>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 and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.
3. 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 to (Name of NSDL Official) 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 at [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 and joining virtual

meeting 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.
4. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. The Company has appointed M/s. Chintan I. Patel & Associates, Practising Company Secretary (Membership no. 53253), to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4****Appointment of Mr. Shyamal Joshi, (DIN:00005766) Non-Executive Director as Independent Director**

As per provisions of Companies Act, 2013 read with Rule 3 and 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is required to have at least half of the Board to be comprised of Independent Directors. As Mr. Sushobhan Dasgupta has been appointed as an Additional Director (Non-Executive), Company is now required to have at-least half of the Board to be Independent Directors.

Based on the consent and other disclosures received from Mr. Shyamal Joshi, Non-Executive Director, he is eligible to act as an Independent Director of the Company.

At the Board of Directors meeting held on May 14, 2021 and based on the recommendation of Nomination and Remuneration Committee, Mr. Shyamal Joshi, Non-Executive Director has been appointed as Independent Director of the Company w.e.f. May 17, 2021 for his first term of 5 years, subject to approval from shareholders.

In terms of sub-regulation (1A) to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") as amended, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. As currently, the age of Mr. Joshi is 71 years and is proposed to be appointed as Non-Executive Independent Director for a period of 5 years, his continuance with the Company may attract the provisions of regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 at a future, when Mr. Joshi attain the age of 75 years. It is, therefore, recommended to members of the Company to give their approval under the said regulation also. Mr. Joshi does not hold any shares in the Company. He is not related to any other Director of the Board or Key Managerial Personnel or their relatives.

The other details of Mr. Shyamal Joshi in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

The approval of the Members is sought for passing a Special Resolution as set out at item no. 4 of the notice pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/ modification thereof) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Except Mr. Shyamal Joshi, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the special resolution at Item No. 4 of the Notice.

**ITEM NO. 5****Appointment of Mr. Sushobhan Dasgupta (DIN: 06381955) as Non-Executive Director**

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Sushobhan Dasgupta (DIN : 06381955) as an Additional Director w.e.f. May 17, 2021 designated as Vice Chairman and Global President of the Company.

In terms of Section 161(1) of the Companies Act, 2013 read with Article 38 of the Articles of Association of the Company, Mr. Sushobhan Dasgupta holds office as an Additional Director up to the date of the this Annual General Meeting. Mr. Sushobhan Dasgupta, being eligible has offered himself for appointment as a Director. The Company received a notice from member under Section 160(1) of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Sushobhan Dasgupta for the office of Director of the Company.

**Brief Profile of Mr. Sushobhan Dasgupta**

Mr. Sushobhan Dasgupta, aged 58 years, a gold medalist in Business Administration from Jadavpur University and a Master of Science degree in Human Physiology from Presidency College, Kolkata. He was Managing Director of Johnson & Johnson Medical India and Vice President, Orthopaedics, Johnson & Johnson Asia Pacific serving as a member of the Johnson & Johnson Orthopaedics Global Board.

Over 30 years of his career with Johnson & Johnson, Mr. Dasgupta has lived and worked in several developed and emerging markets such as USA, UK, Germany, Singapore and Australia/New Zealand. In his various roles, he has led and delivered accelerated business growth through innovation, continuous talent and organization development. He has always been a strong proponent and advocate of business ethics and compliant business practices.

Mr. Dasgupta was actively engaged in helping shape the healthcare environment through active participation in leading industry forums. He is Past President of the Healthcare Federation of India (NATHEALTH), immediate Past Chairman of the FICCI Medical Devices Forum and currently Chair – Finance, Healthcare Sector Skills Council.

In addition, he was also an active member of FICCI's National Committee on Healthcare, CII's National Committee on Public Health and CII's National Committee on MNCs, The American

Chamber of Commerce's (AMCHAM) and ADVAMED Medical Devices Forum. He is a founder member of the newly formed Medical Technology Association of India (MTAI). Mr. Dasgupta is the recipient of the honorary fellowship from the Association of Minimal Access Surgeons of India (AMASI), a rare recognition to an industry leader. He is also the recipient of the Award of Appreciation from the Indian Arthroplasty association at IAACON 2017 Kolkata for his contribution over the years in the field of Arthroplasty in India.

The other details of Mr. Sushobhan Dasgupta in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

The approval of the Members is sought for passing an Ordinary Resolution as set out at item no. 5 of the notice pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/ modification thereof) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Neither Mr. Sushobhan Dasgupta nor does his relatives hold any equity shares in the Company. He is not related to any other Director of the Board or Key Managerial Personnel or their relatives.

Except Mr. Sushobhan Dasgupta, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the ordinary resolution at Item No. 5 of the Notice.

The Board accordingly, recommends the passing of the Resolution as set out at item No. 5 of the Notice as an Ordinary resolution by the shareholders.

#### ITEM NO. 6

The Board, on the recommendation of the Audit and Risk Management Committee, has approved the appointment of M/s. Borad Sanjay B & Associates, Cost Accountants, Ahmedabad as the Cost Auditors of the Company to audit the cost records of the Company for the financial year ending on March 31, 2022 at a remuneration of ₹ 1,00,000/- (Rupees one lacs only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors need to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 6 of the Notice.

The Board recommends the Resolution as set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board of Directors

**Tushar Shah**  
**Company Secretary**  
 Mem. No. FCS7216

Place : Ahmedabad  
 Date : May 14, 2021

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

**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 AT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING**

Name of Director	Dr. Ashok Bhatia [DIN: 02090239]	Mr. Shyamal Joshi [DIN:00005766]	Mr. Sushobhan Dasgupta [DIN : 06381955]
Age in completed years (as on March 31, 2021)	67	71	58
Date of first appointment on the Board	October 23, 2017	June 1, 2010	May 17, 2021
Qualification / Brief Resume / Expertise in specific functional area/ experience	Dr Ashok Bhatia holds a bachelors' degree in science from Punjab University, and a masters' degree in business administration, with a specialization in marketing management and Doctorate in Business Administration in Talent Management from the Adam Smith University of America, United States of America. He has more than 37 years of professional experience. In the past, he had been associated with Indo-Pharma Pharmaceutical Works Limited and Cadila Healthcare Limited.	Mr. Shyamal Joshi holds a bachelors' degree in commerce from Gujarat University. He is also a member of the Institute of Chartered Accountants of India. He has vast experience in various areas including corporate strategy and fund raising.	Provided in explanatory statement in item no. 5 above
No. of Shares held in the Company	1300 equity shares	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	None	None	None
No of meetings of the Board attended during the year	6 out of 6	6 out of 6	Not Applicable for FY 2020-21
Other Directorships	1. Santis Pharmaceuticals Pvt. Ltd. 2. Onnext Healthcare Pvt. Ltd.	1. Nila Infrastructures Limited 2. Vrundavan Shalby Hospitals Limited 3. Parsa Kente Collieries Limited 4. Marine Infrastructure Developer Private Limited 5. Mars Medical Devices Limited	None

Name of Director	Dr. Ashok Bhatia [DIN: 02090239]	Mr. Shyamal Joshi [DIN:00005766]	Mr. Sushobhan Dasgupta [DIN : 06381955]	
Chairmanship / Membership of	None		None	
Committees of other companies		<b>Name of Company</b>	<b>Name of Committee*</b>	<b>Chairman / Member</b>
		Nila	AC	Chairman
		Infrastructures Limited	NRC	Chairman
			CSR	Chairman
			CC	Chairman
		Parsa Kente Collieries Limited	AC	Member
	Marine Infrastructure Developer Private Limited	AC	Member	

\* Abbreviation

AC – Audit Committee

NRC – Nomination and Remuneration Committee

CSR – Corporate Social Responsibility Committee

CC – Compensation Committee

