

Shalby/SE/2024-25/104

February 10, 2025

The Listing Department
National Stock Exchange of India Ltd
Mumbai 400 051.

Corporate Service Department
BSE Limited
Mumbai 400 001.

Scrip Code : SHALBY

Through : <https://neaps.nseindia.com/NEWLISTINGCORP/>

Scrip Code: 540797

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

Sub: Postal Ballot Notice

Ref: Our letter no. Shalby/SE/2024-25/94 dated February 3, 2025 (Outcome of Board Meeting)

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 February 3, 2025.

The aforesaid Postal Ballot Notice will be sent electronically to the all the members on February 10, 2025 whose names appeared in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, February 7, 2025, to their registered email address. The said Postal Ballot Notice is also available on the website of the Company www.shalby.org.

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 remote e-voting facility will be available during the following voting period (both days inclusive):

Commencement of Remote E-voting	Thursday, February 13, 2025
End of Remote E-voting	Friday, March 14, 2025
Weblink to access the remote e-voting	https://evoting.nsdl.com
E-Voting Sequence Number (EVSN)	132936

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 of 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 business:

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

Sr.	Resolution Description	Type of Resolution
1	Re-appointment of Dr. Vikram Indrajit Shah (DIN:00011653) as Chairman and Managing Director for further period of consecutive period of 5 years w.e.f. March 27, 2025	Ordinary

The Calendar of Events for the proposed postal ballot process was submitted earlier vide our above referred letter dated February 3, 2025 and is reproduced hereunder for ready reference.

Sr.	Particulars	Date
1	Board Meeting Date	Monday, 3 February, 2025
2	Date of Board Resolution authorizing the Director(s) and the Company Secretary to be responsible for the entire Postal Ballot process.	Monday, 3 February, 2025
3	Date of appointment of the Scrutinizer	Monday, 3 February, 2025
4	Specified Date for determining shareholders to whom Postal Ballot Notice will be sent	Friday, 7 February, 2025
5	Date of completion of dispatch of Notice	Monday, 10 February, 2025
6	Date of publishing Advertisement in Newspaper	Tuesday, 11 February, 2025
7	Date & time of Commencement of e-Voting	Thursday, 13 February, 2025 (from 9:00 a.m.)
8	Last date of e-voting	Friday, 14 March, 2025 (till 5:00 p.m.)
9	Date on which Resolution will be deemed to be passed.	Friday, 14 March, 2025
10	Date of submission of the Report by the Scrutinizer	On or before Sunday, 16 March, 2025
11	Date of declaration of the result by the Chairman	On or before Sunday, 16 March, 2025

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 | www.shalby.org

CIN: L85110GJ2004PLC044667

SHALBY LIMITED

•Passion•Compassion•Innovation•

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, S. G. Road, Ahmedabad – 380015, Gujarat.

Tel: 91 79 4020 3000,

Website: www.shalby.org, **E-mail:** companysecretary@shalby.in

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 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”), for seeking consent of Members of the Company for transacting the Special Business by passing the following resolution through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with Rule 20 and 22 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (the “Rules”) read with other relevant circulars, issued by the Ministry of Corporate Affairs (“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(s) or re-enactment(s) thereof, for the time being in force):

SPECIAL BUSINESS

Item No. 1 : TO RE-APPOINT DR. VIKRAM INDRAJIT SHAH (DIN: 00011653) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, in accordance with recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to the provisions of Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required and subject also to such conditions and modifications as may be prescribed or imposed by any Authority while granting such approvals, permissions or sanctions, the consent of the members of the Company be and is hereby granted to re-appoint Dr. Vikram Indrajit Shah (DIN: 00011653) as Chairman & Managing Director of the Company not liable to retire by rotation without remuneration, for a further period of consecutive 5 (five) years effective from March 27, 2025 till March 26, 2030 (both days inclusive) on the terms and conditions as set out in Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the terms of re-appointment, including payment of remuneration under section 197 and 198 of the Companies Act, 2013 as may be recommended by Nomination and Remuneration Committee during the continuance of his tenure of re-appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the 'Board', which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution."

Registered Office:

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

Place: Ahmedabad
Date: February 3, 2025

By Order of the Board of Directors

Tushar Shah
AVP & Company Secretary
Mem. No.F7216

Notes:

1. An explanatory statement pursuant to Section 102 and Section 110(1) of the Companies Act read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution in respect of the special business set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the website of the Company at <https://www.shalby.org/> and on the website of National Securities Depository Limited (NSDL) and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
2. The Ministry of Corporate Affairs (MCA"), vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11 /2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars"), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.
3. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Members are provided with the facility to cast their vote electronically, through the Electronic Voting (e-voting) services provided by National Securities Depository Limited ('NSDL') the e-voting Service Provider (ESP), on all the resolutions set forth in this Notice.

4. The Company has fixed February 7, 2025 as “Cut-off” date for determining members, who will be entitled to receive Postal Ballot Notice and be eligible for e-voting. The Postal Ballot notice is being sent only by email to all the Members of the Company whose name appears in the Register of Members/List of Beneficial Owners, as maintained by National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on the Cut-off Date and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company’s RTA. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member as on the Cut-off Date shall treat this notice for information purposes only. Each Member’s voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date.
5. Members who have not registered their e-mail addresses either with the Company’s RTA or their Depository Participant (“DP”) are requested to follow the process specified in point no. 12 below, for procuring user ID and password for e-voting for the resolution set out in this Postal Ballot notice.
6. Dispatch of the Notice shall be deemed to be completed on the day on which National Securities Depository Limited sends out the communication for the postal ballot process by an e-mail to the members of the Company.
7. Members may note that the Postal Ballot Notice will be available on the Company’s website www.shalby.org, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>, the E-voting Service Provider.
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting, i.e., March 14, 2025. Further, resolution passed by the Members through E-voting is deemed to have been passed effectively at a general meeting.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Gujarati daily newspaper circulating in Ahmedabad where the registered office of the Company is situated (in vernacular language, i.e., Gujarati).
10. The Board of Directors have appointed Mr. Chintan Patel, Proprietor of M/s. Chintan I Patel & Associates, Company Secretaries, as Scrutinizer for conducting voting process in a fair and transparent manner.
11. Members may vote on the Postal Ballot Resolution during the following period

Commencement date & time of e-voting:	Thursday, February 13, 2025 from 9:00 a.m. IST
End date & time of e-voting:	Friday, March 14, 2025 5:00 p.m. IST

After the end of voting period, the e-voting portal shall be disabled by NSDL.

12. 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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” 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 e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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, for which your mobile number must be registered to enable you to receive OTP for authentication.

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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID (without any space in-between) 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 followed by Folio Number registered with the company For example if folio number is 001*** and EVSN 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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.com 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 is active.
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 fcschintanpatel@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

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
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. 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 February 3, 2025 (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.

Item No. 1:

Re-appointment of Dr. Vikram Indrajit Shah (DIN: 00011653) as Chairman and Managing Director

The Board of Directors of the Company had appointed Dr. Vikram Shah (DIN : 00011653) as the Chairman and Managing Director of the Company for a period of 5 years w.e.f. March 27, 2020 without any remuneration which was subsequently approved by the Shareholders at 16th Annual General Meeting held on September 14, 2020.

The terms of appointment of Dr. Vikram Shah (DIN: 00011653) as Chairman and Managing Director of the Company will be ended on March 26, 2025. In appreciation of his contribution towards the growth of the Company, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on February 3, 2025, approved the re-appointment of Dr. Vikram Shah, (DIN: 00011653) as Chairman and Managing Director for a further period of 5 years effective from March 27, 2025, on the terms and conditions as mentioned hereinafter, subject to the approval of the members.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, extensive experience and knowledge in Industry, Project Management, Cost analysis, expertise in governance, legal compliance and administrative knowledge as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Company has received:

- (i) consent in writing from Dr. Vikram Shah to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Dr. Vikram Shah to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) notice of interest by Director in Form MBP 1 from Dr. Vikram Shah pursuant to section 184(1) of the Companies Act, 2013, and rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Details of Dr. Vikram Shah as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

Brief Profile of Dr. Vikram Indrajit Shah (DIN: 00011653)

Dr. Vikram Indrajit Shah, 63 years, is one of the Promoters and Founder Chairman and Managing Director of the Company. He holds a Bachelor's degree in Medicine and Surgery and a Masters' degree in Orthopedic surgery both from B J Medical College, Ahmedabad.

Having acquired professional qualifications – A O Basic from London (UK), F.A.O.A.A. from Switzerland and F.A.S.I.F from Germany, Dr. Shah returned to motherland in 1993 for serving expert healthcare to his countrymen. He has over 30 years of professional experience.

Dr. Vikram Shah is known for popularizing Joint Replacement through his surgical process innovation "ZERO TECHNIQUE" which reduces surgical time from 2.5 hours to 22 minutes with added advantages of minimal incision, minimal blood loss, reduced infection rate and speedy recovery which enables patients to start walking within few hours after a Total Knee Replacement surgery and thereby reduction in hospital stay period of the patient from 15 days to 3 days.

He is pioneer of our Company who has been conferred with various awards including the 'Hercules Award for Innovation of '0' (Zero) Technology in Knee Surgery' by the Gujarat Innovation Society in 2014 and the 'Path breaking Services in the Field of Joint Replacement and Orthopedic Surgery Award' by Rotary International in 2009. He has been the recipient of the Double Helical National Health Award 2017 for his outstanding record in Knee replacement surgery with his innovative '0' Technique'. Recognized for his outstanding contribution in the field of orthopedics on completion of 1,00,000 joint replacement surgeries, he received the 'Times Man of the Year' Award by Times of India Group in 2018. He has also been conferred with 'Luminary Award' by Divya Bhaskar Group for his contribution in the field of orthopedics. He was conferred with the Honorary Doctorate Degree, D. Sc (HonorisCausa), by the IIS University, Jaipur, on December 20, 2019 for his devotion and dedication to the cause of Humanitarian services rendered worldwide. Dr. Shah was awarded the prestigious 'Healthcare Personality of the Year Award 2023' by Federation of Indian Chambers of Commerce and Industry (FICCI) at the 15th Edition of FICCI Healthcare Excellence Awards ceremony held in October 2023.

He has been the force behind to develop Shalby as a well-known Healthcare brand across the globe.

Further details of Dr. Vikram Shah, (DIN: 00011653) as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the re-appointment of CMD has been Annexed to this Notice.

Terms and Conditions of Re-appointment of Chairman and Managing Director (CMD)

Period : 5 years from March 27, 2025 to March 26, 2030 (both days inclusive)

Remuneration: He will not draw any remuneration as Chairman and Managing Director during the tenure of his appointment. However, he is entitled for the Professional Fees in accordance with the agreement executed on February 3, 2025 for the period of 5 years and the said professional fees is considered as Related Party Transaction u/s. 188. The said agreement stipulates payment of professional fees as 70% of OPD income generated by Dr. Vikram Shah from SG and Krishna Unit. The Board of Directors are authorized to amend the terms and conditions of said agreement upon recommendation of Audit Committee.

Perquisites

He is entitled for Company's chauffeur driven car. All the expenses for maintenance of car and running of the same are to be borne by the Company.

Reimbursement

He is entitled for reimbursement of traveling expenses made and any other business expense made by him on behalf of the Company.

Termination

The said appointment may be terminated by the company or CMD by giving to the other 6 months' written notice. However, the appointment may be terminated by less than 6 months' written notice on mutual agreement between the Company and CMD.

The approval of the Members is sought for passing an Ordinary Resolution as set out at item No:1 of the notice pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any amendment / modification thereof).

Dr. Vikram Shah holds 7.41% shareholding in the Company as on the date of sending this notice. Dr. Vikram Shah is not related to any other Director of the Board or Key Managerial Personnel or their relatives.

Dr. Vikram Shah himself and his relatives being shareholders are interested in the resolution and none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Relevant documents referred herein above are available for inspection to the members and members may refer notes in this regard.

The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

The Board accordingly, recommends the passing of the resolution as set out at item No: 1 of the Notice as an Ordinary resolution by shareholders.

Registered Office:

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

Place : Ahmedabad

Date : February 3, 2025

By Order of the Board of Directors

Tushar Shah
AVP & Company Secretary
Mem. No.F7216

Annexure - Additional information on director, recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name & DIN of Director	Dr. Vikram Indrajit Shah
Director Identification Number	00011653
Age	63 years
Date of first appointment on the Board	30-August-2004
Qualification / Brief Resume / Expertise in specific functional area/ experience	As per Explanatory Statement
No. of Shares held in the Company	80,05,493 Equity Shares of ₹ 10/- each (i.e. 7.41% of paid up equity share capital of the Company)
Relationship with other Directors and Key Managerial Personnel	Not related to any of the Directors or KMP of the Companies
No of meetings of the Board attended during the financial year 2024-25 (till date of Postal Ballot Notice)	Four meetings attended out of four meetings held
Other Directorships	<p>Indian Companies</p> <ol style="list-style-type: none"> Shalby Medtech Limited (earlier known as Mars Medical Devices Limited) – Managing Director Shalby International Limited - Director Zodiac Mediquip Limited - Director Uranus Medical Devices Limited - Director Shalby Hospitals Mumbai Private Limited - Director Shalby Advanced Technologies India Private Limited – Director <p>Foreign Companies</p> <ol style="list-style-type: none"> Shalby Advanced Technologies, Inc. (USA) - Director Shalby Global Technologies Pte. Ltd. (Singapore) - Director
Chairmanship / Membership of Committees of companies	Member of Stakeholder Relationship Committee in Shalby Limited Chairman of Risk Management Committee in Shalby Limited
Listed entities from which the Director has resigned in the past three years	Not applicable, since Dr. Vikram Shah is not having directorship in any of the listed entities, except Shalby Limited
Terms and conditions of appointment including remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Explanatory Statement hereto.
The remuneration last drawn by such person from the Company (if applicable) for last 3 years	<p>Remuneration: ₹ Nil for current financial year 2024-25 as well as ₹ Nil for all 3 previous financial years</p> <p>Professional Fees for FY 2024-25: (upto December 31, 2024): ₹ 6.53 million Professional Fees for FY 2023-24: ₹ 10.05 million, Professional Fees for FY 2022-23: ₹ Nil (waived by him) Professional Fees for FY 2021-22: ₹ 8.41 million</p>
Details of Remuneration sought to be paid	Nil remuneration as Chairman and Managing Director