

September 15, 2020

Shalby/SE/2020-21/57

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: Summary of Proceedings of 16th Annual General Meeting of the Company held on Monday, September 14, 2020 – Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

With reference to subject matter and pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith summary of proceedings of 16th Annual General Meeting of the members of the Company held on Monday, September 14, 2020 at 3:30 p.m. through Video Conferencing (VC) / Other Audio-visual Means (OAVM).

The voting results of 16th Annual General Meeting will be declared and informed to BSE Ltd and the National Stock Exchange of India Limited separately latest by September 16, 2020 and will also be uploaded on the websites of our Company and NSDL, through which e-voting facility was provided.

We request to take the same on your records and disseminate the same to the members.

Thanking you,

Yours faithfully,
For **Shalby Limited**

Jayesh Patel
Company Secretary & Compliance Officer
Mem. No: ACS 14898

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

Summary of proceeding of the 16th Annual General Meeting of the members of Shalby Limited held on Monday, September 14, 2020 through Video Conferencing (VC) / Other Audio-visual Means (OAVM).

1. Day, Date, Time, Venue and Mode of the meeting

In compliance with the General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively issued by the Ministry of Corporate Affairs (the "MCA") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/ 79 dated May 12, 2020, the 16th Annual General Meeting (the "AGM" or the "Meeting") of the Members of Shalby Limited (the "Company") was duly convened and held on Monday, September 14, 2020, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), which shall be deemed to be convened and held at the Registered office of the Company situated at Shalby Multi-Specialty Hospitals, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015. The meeting commenced at 3:30 P.M. (IST) with the presence of following Directors, KMPs and invitees.

Directors & KMP present through VC

Dr. Vikram Shah	-	Chairman and Managing Director
Mr. Umesh Menon	-	Independent Director (Chairman of Audit and Risk Management Committee, & Nomination and Remuneration Committee)
Mr. Tej Malhotra	-	Independent Director
Mr. Shyamal Joshi	-	Non-Executive Director (Chairman of Stakeholder Relationship Committee)
Mr. Ashok Bhatia	-	Non-Executive Director
Mrs. Sujana Shah	-	Independent Director (Chairperson of CSR Committee)
Mr. Prahlad Rai Inani	-	Chief Financial Officer
Mr. Jayesh Patel	-	Company Secretary and Compliance Officer

Invitees present through video conferencing

Mr. Muraarie Rajan	-	Principal Advisor to Chairman and Managing Director
Dr. Nishita Shukla	-	Group Chief Operating Officer
Mr. Babu Thomas	-	Chief Human Resource Officer
Mr. Brijesh Thakkar	-	Partner of T R Chadha & Co., LLP, Statutory Auditors
Mr. Shambhu J Bhikadia	-	Secretarial Auditor & scrutinizer

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2. Proceedings of the meeting

Dr. Vikram Shah, Chairman and Managing Director of the Company chaired the meeting.

Mr. Jayesh Patel, Company Secretary welcomed all the shareholders, directors and KMPs to the 16th Annual General Meeting. After ensuring that the requisite quorum was present, the Company Secretary requested for permission of Dr. Vikram Shah, Chairman & Managing Director, to commence the proceedings of the meeting. After requested by the Company Secretary of the Company, Mr. Babu Thomas, Chief Human Resource Officer of the Company introduced the Board of Directors and Senior Management team.

Then after, the Company Secretary of the Company pronounced the following general instruction to the members for their ease of participation in the 16th e-AGM of members of the Company:

- As the AGM is being held through VC/OAVM in accordance with circulars issued by MCA and SEBI, the facility to participate in this AGM is available to the members on first-cum-first basis.
- The statutory auditors and secretarial auditor have also joined the AGM.
- The Company has also provided webcast facility of this AGM to view the proceedings of AGM which is available on company's website and also available on youtube channel of the Company
- The Register of Directors' & Key Managerial Personnel and their Shareholding, Register of Contracts along with other documents are open for e-inspection during the proceedings of the AGM.
- As the AGM is being held through VC, the provisions of appointment of the proxy is not available and accordingly the proxy Register is not available for e-inspection to the members.
- Your Company has provided 'remote e-voting facility' to the members to cast their votes through e-voting facility provided by NSDL in accordance with the provisions of Companies Act, 2013 and SEBI (LODR), Regulations, 2015. The Remote e-voting facility remained open for four days from 10th September, 2020 from 9:00 am to 13th September, 2020 till 5:00 pm.
- The e-voting facility shall also be available to the members who joined this meeting through VC to exercise their votes during the proceedings of meeting and will remain open for 15 minutes after the conclusion of the AGM.
- As mentioned in the Notice of AGM, members have been given as opportunity to register as speaker to ask their questions in the AGM. Members who have registered their questions in advance will be given priority. The Company have received request from four members to register as speaker in the AGM. Members will be asked to speak in the e-AGM once Chairman opens the floor for Q&A. The speaker is requested to quote their name and demat account number before they start their questions. The Chairman will respond the questions of members consolidated at the end of session.

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The Chairman & Managing Director of the Company, Dr. Vikram Shah, then addressed the shareholders covering inter alia, Company’s performance for the financial year ended on March 31, 2020.

After requested by the Company Secretary of the Company, Mr. Prahlad Rai Inani, Chief Financial Officer of the Company presented the Audited Financials for the financial year 2019-20.

After requested by the Company Secretary of the Company, Mr. Muraarie Rajan, Principal Advisor to Chairman & Managing Director presented the business strategy and growth plan of the Company.

The Company Secretary then opened the floor for members for Q&A and he requested the members to quote their name and demat account number before the shareholders to start their questions. The members asked their questions and the Chairman responded the same satisfactorily.

The Company Secretary then handed over to the Chairman for further proceeding of the AGM.

The Chairman informed the members that since he is interested in agenda item no. 4, relating to his appointment as Chairman and Managing Director of the company for five years, he entrusted the conduct of proceeding of the said agenda item no. 4 to Mr. Shyamal Joshi and directed the Company Secretary to read the notice and resolutions proposed.

The Company Secretary then informed the members that with the consent of the Members present, the Notice convening the Meeting, having been circulated to all the Members through email, was taken as read.

The Company Secretary then informed the members that as there was no qualification, adverse remark or observation in the Independent Auditors' report and secretarial auditors' report for the financial statement for FY 2019-20, the same were taken as read with the permission of the shareholders present in the meeting.

The following six resolutions as set out in Notice of 16thAGM required to be passed were taken as read with the consent of the members:

Sr. No	Particulars
ORDINARY BUSINESS	
1	<p>Ordinary Resolution</p> <p>Adoption of Audited Standalone and Consolidated Financial Statements of the Company for financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon</p>

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2	<p>Ordinary Resolution</p> <p>Declaration of dividend of Rs. 0.50 per equity share of Rs. 10 each, fully paid up, for the financial year 2019-20</p>
3	<p>Ordinary Resolution</p> <p>Appointment of Mr. Shyamal Joshi (DIN:00005766), a Director retire by rotation and being eligible offer himself for re-appointment</p>
SPECIAL BUSINESS	
4	<p>Ordinary Resolution</p> <p>Re-appointment of Dr. Vikram Shah (DIN: 00011653) as Chairman and Managing Director</p>
5	<p>Ordinary Resolution</p> <p>Ratification of the remuneration payable to Cost Auditors of the Company</p>
6	<p>Ordinary Resolution</p> <p>Fixation of fees for delivery of any document through a particular mode of delivery to a Member</p>

The Company Secretary of the Company drawn the attention of members the explanatory statement annexed with the notice of 16th AGM setting out full facts, objectives and implication of the proposed resolutions and it was, therefore not required to repeat here. The Company Secretary of the Company, then after, took the proposed resolution as read. The Chairman entrusted the conduct of proceedings of the meeting in respect of item of business No: 4 “Re-appointment of Dr. Vikram Shah (DIN:00011653) as Chairman and Managing Director” to Mr. Shyamal Joshi (Dis-interested director) as Dr. Vikram Shah, himself being interested in the said resolution and he resumed the Chair after the said item of business No 4 transacted. The Company Secretary handed over to the Chairman for further proceedings and concluding remarks.

Then the Chairman requested the dear shareholders who were attending this AGM through VC and not voted earlier, to cast their votes on the resolutions by using e-voting facility provided by NSDL during the proceedings of the AGM. He further stated that the e-voting facility will remain open for 15 minutes after the conclusion of the AGM. He further informed that the results of remote e-voting and e-voting during the proceedings of the AGM will be announced within 48 hours of conclusion of AGM through the stock exchanges and same will also be available on the website of Company as well as of NSDL.

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The meeting concluded at 4:25 pm with a vote of thanks to the Chairman.

It is hereby confirmed that meeting was called, convened, held and conducted as per the provisions of the Companies Act, the rules notified thereunder, respective circulars issued by MCA and SEBI and Secretarial Standards issued by the ICSI.

For **Shalby Limited**

Jayesh Patel
Company Secretary

Note: This is a summary of the proceeding of 16th Annual General meeting and does not constitute minutes of the proceedings of the Annual General meeting of the Company.