

August 19, 2020

Shalby/SE/2020-21/46

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.: Notice of 16th Annual General Meeting of the members of the Company scheduled on Monday, September 14, 2020

Ref : Our letter no. Shalby/SE/2020-21/41 dated August 10, 2020

Dear Sir/Madam,

In continuation of our above referred letter and in compliance with the Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), we are submitting herewith the Notice containing the business to be transacted at the 16th Annual General Meeting scheduled on Monday, September 14, 2020 at 3:30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India from time to time.

Pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is providing to its the members, e-voting facility to cast their votes electronically on the all resolutions set forth in the notice of 16th Annual General Meeting from a place other than venue of AGM ('remote e-voting') as well as e-voting during the proceedings of AGM. The Company has fixed Monday, September 7, 2020 as cut-off date for determining members who shall be entitled to avail the facility of e-voting facility as provided by National Securities Depository Limited (NSDL). The e-voting period with details are set out below:

Commencement of remote e-voting	Thursday, September 10, 2020 (9:00 a.m. IST)
End of remote e-voting	Sunday, September 13, 2020 (5:00 p.m. IST)
Weblink to access remote e-voting	https://www.evoting.nsdl.com/
E-Voting Event Number (EVEN)	113364

Members are requested to refer detailed procedure for remote e-voting / e-voting at AGM as provided in the Notice of 16th AGM.

Kindly take the same on your records.

Thanking You,

Yours sincerely,
For **Shalby Limited**

Jayesh Patel
Company Secretary & Compliance Officer
Mem. No: ACS14898

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

Regd.& Corp. Off: Shalby Multi-Specialty Hospitals, Opp. Karnavati Club, S. G. Road, Ahmedabad 380015
Tel : +91 79 4020 3000, Website : www.shalby.org Email : companysecretary@shalby.in CIN:L85110GJ2004PLC044667

NOTICE

Notice is hereby given that the 16th Annual General Meeting ('e-AGM') of the Members of Shalby Limited will be held on Monday, September 14, 2020 at 3:30 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

- (a) the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020 together with Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2020 and Auditors Report thereon.

2. Declaration of Dividend

To declare a final Dividend of ₹ 0.50 (Fifty Paise) per equity share of ₹ 10/- each for the financial year 2019-20

3. Appointment of a Director retire by rotation

To appoint a director in place of Mr. Shyamal Joshi (DIN: 00005766), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

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 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 Shah (DIN: 00011653) as Chairman & Managing Director of the Company not liable to retire by rotation, for a further period of 5 (five) years effective from March 27, 2020 on the terms and conditions as set out in Explanatory Statement annexed to this notice.

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 authorised 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."

5. 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 approved by the Board of Directors and set out in the statement annexed to the notice convening e-AGM, to be paid to M/s. Borad Sanjay B & Associates, Cost Accountants (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, 2021, be and is hereby ratified.”

6 Fixation of fees for delivery of any document through a particular mode of delivery to a Member

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

“RESOLVED THAT, pursuant to the provisions of Section 20 and all other applicable provisions of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), authority be and is hereby given to the Board of Directors of the Company (the ‘Board’ which term shall include its duly empowered Committee(s) constituted or to be constituted by it to exercise its powers including the powers conferred by this resolution) to determine the fee to be charged from a Member in order to enable recovery of expenses incurred by the Company towards complying with requests for delivery of any documents through a particular mode.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors

Jayesh Patel

Company Secretary

Mem. No. ACS14898

Place : Ahmedabad

Date : June 15, 2020

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

Notes

1. In view of the prevailing situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, Ministry of Corporate Affairs (MCA) vide its circular No. 20/2020 dated May 05, 2020 read with circular No. 14/2020 dated April 08, 2020 and circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA circulars”), permitted companies to hold their AGM through VC/OVAM for the calendar year 2020 without physical presence of the members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 16th Annual General Meeting of the company is being conducted through Video Conferencing (VC)/OVAM (hereinafter called as “e-AGM”) and the e-AGM shall be deemed to be convened and held at the registered office of the Company for the purpose of meeting statutory requirement under the Companies Act, 2013 or any other statute. The Recording/transcript of the e-AGM shall also be made available on the website of the Company www.shalby.org in the Investors Section, as soon as possible after the Meeting is over.
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 his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates 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. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with our R&T Agent i.e. Kfin Technologies Pvt. Ltd. in case the shares are held by them in physical form.
4. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business as set out in the Notice is annexed herewith. The relevant details of the Director seeking re-appointment at the ensuing AGM, pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are also annexed hereto.

5. 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 7, 2020 through email at companysecretary@shalby.in.
6. For ease of conduct, members who would like to ask questions during the e-AGM, may register themselves as a speaker between September 7, 2020 to September 9, 2020 by sending an email on 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 e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed herewith.

Book Closure:

8. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 8, 2020 to Monday, September 14, 2020 (both days inclusive) to determine entitlement of the shareholders to receive dividend for the year 2019-20 and in connection with Annual General Meeting of the Company.

Dividend:

9. The Board of Directors at its meeting held on June 15, 2020, has recommended a final dividend of ₹ 0.50 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 September 7, 2020. The dividend will be payable on or after September 19, 2020.
10. Members are requested to update the bank details including IFSC code and 9 digit MICR code with the Depository Participants (DP) to receive the amount of dividend quickly. In case of shares held in physical form, the said details may be communicated to the 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.
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 registered active bank details. 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. The dividend warrants / demand drafts will be dispatched at the earliest upon normalization of the postal services.

12. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1st 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 at the website of RTA at <https://ris.kfintech.com/form15/> latest by September 7, 2020.

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.

13. In case the Dividend has remained unclaimed in respect of financial year 2018-19 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/emails to this effect to the concerned Shareholders.

e-AGM:

14. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 16th Annual General Meeting of the company is being conducted through video conferencing (VC)/Other Audio Visual Means (OAVM) and the Company has appointed National Securities Depository Limited, to provide e-voting and Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
15. Please note that Video Conferencing facility allows two way communication for the ease of participation of the members and the participants are allowed to pose questions as may be announced during the meeting.
16. Pursuant to the provisions of the circulars of MCA on the VC/OVAM (e-AGM) Members can attend the meeting through log in credentials provided to them to connect to Video conference. Facility for physical attendance of the Members at the Meeting venue is not available.
17. The Members can join the e-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. The facility of participation at this e-AGM will be made available for 1000 members on first-come-first-served basis and this restriction will not be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
18. The attendance of the Members (members logins) attending the e-AGM through video conferencing will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
20. Instructions relating to Remote e-Voting and attending AGM through VC/OAVM are annexed to this Notice.

Annual Report:

21. In compliance with the aforesaid MCA circulars and SEBI circular dated May 12, 2020, Notice of the e-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members

may note that the Notice convening the e-AGM and Annual Report 2019-20 have been uploaded on the website of the Company at www.shalby.org and website 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 also available on website of NSDL at <https://www.evoting.nsdl.com>

Procedure to obtain the e-Annual Report, e-AGM notice and e-voting instructions by the shareholders, whose email addresses are not registered with the depositories or with RTA

22. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-voting instructions, ONLY in electronic form to the registered email addresses of the shareholders and no request for hard copy will be entertained. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 1. Those shareholders who have registered/not registered their e-mail address, mobile nos. and bank details may please contact and validate/update the same with the Depository Participant, in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited in case the shares held in physical form.
 2. Member may send an e-mail request at companysecretary@shalby.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for getting the e-voting instructions together with e-Annual Report

Other Notes

23. Relevant documents referred to in the accompanying Notice and Explanatory Statement and Statutory Registers shall be open for e-inspection by the members of the Company by using log-in credential through NSDL.
24. SEBI has mandated that securities of listed companies can be transferred only in dematerialized mode w.e.f. April 1, 2019. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. In view of the same and to avail benefits of dematerialization, members are advised to dematerialize shares held by them in physical mode.

25. **Members holding shares in physical mode**
- (a) are required to update their Permanent Account Number (PAN), bank details & email ID with the RTA of the Company, if not registered with the Company as mandated by SEBI.
 - (b) are requested to register/update their email address with the Karvy/Company for receiving all communication from the Company electronically.
26. **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 advised to contact their respective DPs for registering the nomination.
 - (c) are requested to register/update their email address with their respective DPs for receiving all communication from the Company electronically.
27. 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.
28. The Scrutinizer, after conclusion of voting at the AGM, shall make, not later than three days 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 and on the website of evoting.nsdl.com and shall also be disseminated on the website of Stock Exchanges, where the Company's shares are listed.

Annexure to e-AGM Notice

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING ARE SET OUT BELOW;

A. Instructions for members for attending the e-AGM through VC/OAVM are set out below:

1. Member will be provided with a facility to attend the e-AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@shalby.in. The same will be replied by the company suitably.

B. Remote e-Voting:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS-2) issued by the ICSI and and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the e-AGM. For this

purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. Members may exercise their right to vote through e-voting facility on the day of e-AGM on the business as set out in the Notice. The Company has appointed Mr. Shambhu J Bhikadia, Practising Company Secretary (Membership no. 8024), failing him, Mr. Ashish Doshi, Practising Company Secretary (CP No:2356) to act as Scrutinizer for conducting the voting and e-voting process in a fair and transparent manner.

2. The remote e-voting period shall commence on Thursday, September 10, 2020 (from 9:00 am) and ends on Sunday, September 13, 2020 (upto 5:00 pm). During this period, the members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Monday, September 7, 2020, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

C. Procedure for e-voting

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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.
6. How to retrieve your 'initial password'?
- c. 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'.
 - d. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- e. 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.
 - f. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - g. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- h. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.
- D. How to cast the vote**
1. After successful login as above, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote.

E. General Guidelines for shareholders for e-voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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 keyur.bhikadia@gmail.com with a copy marked to 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.nsd.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.nsd.com or call on toll free no.: 1800-222-990 or send a request to Mr. Pratik Bhatt at pratikb@nsdl.co.in or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: saritam@nsdl.co.in or at telephone nos. : +91-22-24994890

F. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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

G. Voting at the e-AGM:

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 e-AGM through Video Conference facility and have not cast their vote through remote e-Voting are eligible to vote through e-Voting in the e-AGM.
3. However, members who have voted through Remote e-Voting will be eligible to attend the e-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 e-AGM shall be the same person mentioned in Note E.3.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Re-appointment of Dr. Vikram 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, 2015 without any remuneration which was subsequently approved by the Shareholders at the Extra-Ordinary General Meeting held on July 14, 2015.

The term of appointment of Dr. Vikram Shah (DIN: 00011653) as Chairman and Managing Director of the Company ended on March 26, 2020. 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, 2020, 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, 2020, on the terms and conditions as mentioned in the Agreement executed between the Company and Dr. Vikram Shah. His appointment is subject to approval of the members in the ensuing AGM. The brief terms and conditions of his appointment are mentioned hereinafter.

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

Dr. Vikram Shah, 57, is our 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 more than 27 years of professional experience.

Dr. Vikram Shah is known for popularizing Total Knee Replacement (TKR) 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. Recently, he was conferred with the Honorary Doctorate Degree, D. Sc (Honoris Causa), by the IIS University, Jaipur, on December 20, 2019 for his devotion and dedication to the cause of Humanitarian services rendered worldwide.

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.

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

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

Period : 5 years from March 27, 2020 to March 26, 2025 (both days inclusive)

Remuneration : He will not draw any remuneration as Managing Director during the tenure of his appointment, however, he is entitled for the Professional Fees as Surgeon in accordance with the agreement executed on February 5, 2014, read with First Supplementary Agreement executed on January 28, 2016 and Second Supplementary Agreement executed on May 7, 2018.

Perquisites

He is entitled for Company's chauffeur driven car

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: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.

Dr. Vikram Shah is holding 79.41% directly and through other entities and his relatives in the Company. 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 shareholder are interested in the resolution(s) and none of the other Directors, other Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution(s) set out at Item No. 4 of the Notice.

Relevant documents referred herein above are available for e-inspection as set out in Note No. 23.

The Board accordingly, recommends the members for passing of the resolution as set out at item No: 4 of the Notice as an Ordinary resolution.

Item No. 5

Ratification of the remuneration payable to Cost Auditors of the Company

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, 2021 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. 5 of the Notice for

ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

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 resolution set out at Item No. 5 of the Notice.

The Board accordingly, recommends the members for passing of the resolution as set out at item No: 5 of the Notice as an Ordinary resolution.

Item No. 6

Fixation of fees for delivery of any document through a particular mode of delivery to a member

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any Member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further, a Member may request the delivery of document through any particular mode by paying such fees as may be determined by the Members in the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the members for passing of the resolution as set out at item No: 6 of the Notice as an Ordinary resolution.

By order of the Board of Directors
For Shalby Limited

Jayesh Patel
Company Secretary
Mem. No. ACS14898

Place : Ahmedabad
Date : June 15, 2020

Regd. Office: Shalby Multi-Specialty 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 16th Annual General Meeting

Name of Director	Dr. Vikram Shah [DIN: 00011653]	Mr. Shyamal Joshi [DIN : 00005766]															
Age in completed years (as on March 31, 2020)	57	70															
Date of first appointment on the Board	August 30, 2004	June 1, 2010															
Qualification / Brief Resume / Expertise in specific functional area/ experience	Provided in explanatory statement annexed to the Notice	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.															
No. of Shares held in the Company	51,062,625 equity shares, out of which 43,327,132 equity shares are being held as a Trustee of Shah Family Trust	2,006 equity shares															
Relationship with other Directors and Key Managerial Personnel	None	None															
No of meetings of the Board attended during the year	Four out of total four meetings	Three out of total four meetings															
Other Directorships	1. Shalby International Limited 2. Mars Medical Devices Limited	1. Nila Infrastructure Limited 2. Parsa Kente Collieries Limited 3. Marine Infrastructure Developer Private Limited 4. Vrundavan Shalby Hospitals Limited 5. Mars Medical Devices Limited															
Chairmanship / Membership of Committees of other companies	None	<table border="1"> <thead> <tr> <th>Name of Company</th> <th>Name of Committee</th> <th>Chairman / Member</th> </tr> </thead> <tbody> <tr> <td rowspan="4">Nila Infrastructure Limited</td> <td>AC</td> <td>Chairman</td> </tr> <tr> <td>NRC</td> <td>Chairman</td> </tr> <tr> <td>CSR</td> <td>Chairman</td> </tr> <tr> <td>CC</td> <td>Chairman</td> </tr> <tr> <td>Parsa Kente Coilleries Limited</td> <td>AC</td> <td>Member</td> </tr> </tbody> </table>	Name of Company	Name of Committee	Chairman / Member	Nila Infrastructure Limited	AC	Chairman	NRC	Chairman	CSR	Chairman	CC	Chairman	Parsa Kente Coilleries Limited	AC	Member
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Nila Infrastructure Limited	AC	Chairman															
	NRC	Chairman															
	CSR	Chairman															
	CC	Chairman															
Parsa Kente Coilleries Limited	AC	Member															

*Abbreviation

AC – Audit Committee

NRC – Nomination and Remuneration Committee

CSR – Corporate Social Responsibility Committee

CC – Compensation Committee

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holding with the Depository through concerned Depository Participants.