



Innovating for  
affordable healthcare

## *Shilpa Medicare Limited*

### **Corporate & Admin Office:**

"Shilpa House", # 12-6-214/A-1, Hyderabad Road,  
Raichur – 584 135, Karnataka, India  
Tel: +91-8532-238704, Fax: +91-8532-238876  
Email: info@vbsilpa.com, Web: www.vbsilpa.com  
CIN: L85110KA1987PLC008739

29 July 2023

To  
Corporate Relationship Department  
BSE Limited,  
1<sup>st</sup> Floor, Rotunda Building,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.

To  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051.

Dear Sir/Ma'am,

**Sub: Postal Ballot Notice –Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")**

**Scrip Code:** BSE- 530549/ **Stock Symbol:** NSE – SHILPAMED

Pursuant to the Regulation 30 of SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of the Members for the resolution set out therein.

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), read with the General Circular No: 14/2020 dated 08 April 2020, The General Circular No: 17/2020, dated 13 April 2020 the General Circular No: 22/2020 dated 15 June 2020 the General Circular No: 33/2020 dated 28 September 2020 the General Circular No: 39/2020 dated 31 December 2020 and General Circular No: 10/2021 dated 23 June 2021 issued by the Ministry of Corporate Affairs (MCA Circulars) the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/list of Beneficial owners as on 21 July 2023 (cut-off date) and whose e-mail addresses are registered with the Depository Participants/Company. As per the provisions of MCA Circulars, Members can vote only through the remote e-voting process.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses by following the procedure set out in the notes to the Postal Ballot Notice.



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The Company has engaged the services of KFin Technologies Limited for providing e-voting facility to all its members. The voting through remote e-voting will commence at 9:00 a.m. (IST) on 30 July 2023 and shall end at 5:00 p.m. (IST) on 28 August 2023. The results of Postal Ballot will be declared on or before 31 August 2023.

Enclosed herewith the notice of Postal Ballot  
This is for your information and records.

Thanking You.

**For and on behalf of  
Shilpa Medicare Limited.**

Ritu  
Tiwary

Digitally signed  
by Ritu Tiwary  
Date: 2023.07.29  
14:02:50 +05'30'

**Ritu Tiwary  
Company Secretary & Compliance Officer**



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### **POSTAL BALLOT NOTICE**

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

To

The Members

Shilpa Medicare Ltd

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ('Act') and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time}, the Special Resolution for Special Business appended below is proposed to be passed by Members of the Company by way of Postal Ballot only through voting by electronic means ('remote e-voting').

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached for your consideration.

The Board has appointed Mr. Ajay Vemuri, Practicing Company Secretary, VCAN & Associates, (FCS No F11106) ("the Scrutinizer") for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 PM (IST) on 28 August 2023

The Scrutinizer will submit his report to the Chairperson of the Company ('the Chairperson') or to any other person authorized by the Chairperson after the completion of scrutiny of Postal Ballots. The result of the Postal Ballot shall be declared on or before 31 August 2023 and communicated to the Stock Exchanges, Registrar and Share Transfer Agents and shall also be displayed on the website of the Company i.e. [www.vbshilpa.com](http://www.vbshilpa.com).



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### **Proposed Resolution:**

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

**“RESOLVED THAT** consent of the members be and is hereby accorded (a) pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, read with rules made there under (including any amendments, statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 24(5) and Regulation 24(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules, regulations, guidelines and other provisions of law and the provisions of the memorandum and articles of association of the Company, to the Board of Directors of the Company to hypothecate, pledge, mortgage, charge or create any other encumbrance in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events to or in favour of banks, financial institutions, corporate lenders, debenture trustee, security trustee, or any other person, whether in India or outside India, to secure the amount borrowed by the Company or any group/subsidiary company(ies) , from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party or any group company in respect of such borrowings provided that the maximum limit of the obligations secured by such security interest created by the Company does not exceed Rs. 200 Cr. Exceeding paid up capital and free reserves of the company (Rupees 200 crores only) at any one time; and (b) to sell, transfer, assign, deliver or otherwise dispose off, from time to time, in one or more tranches, either partly or wholly, the Company’s shareholding in its group/ subsidiary company(ies) for such consideration(s) whether in cash or otherwise and on such terms and conditions and in such manner as the Board of Directors of the Company may in its absolute discretion decide or as it may deem fit and consent of the Members of the Company be and is hereby accorded to the Board for sell, transfer, assign, deliver or otherwise dispose off, from time to time, in one or more tranches, either partly or wholly, the Company’s shareholding in its group/subsidiary company(ies) , for such consideration(s) whether in cash or otherwise and on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit.



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**FURTHER RESOLVED THAT** Mr. Vishnukant C Bhutada – Managing Director, Mr. Ramakant Innani – Finance Manager, Mr. Alpesh Dalal – Chief Financial Officer or Ms. Ritu Tiwary – Company Secretary, of the Company be hereby authorized to do all such acts, deeds and things in this regard to effectuate this resolution.

**Date 21-07-2023**

**Place: Bengaluru**

**By Order of the Board of Directors  
For Shilpa Medicare Limited**

**Sd/-**

**Om Prakash Inani  
Chairman  
Din No:01301385**



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#### Notes:

1. The Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. Mr. Ajay Vemuri, Practicing Company Secretary, VCAN & Associates (FCS No F11106), has been appointed to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday 21 July 2023, and whose e-mail IDs are registered with the Bank / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.11
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all its Members. For this purpose, the company has utilised the services of its Registrar and Share Transfer agent M/s KFin Technologies Limited for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Bank's website at [www.vbshilpa.com](http://www.vbshilpa.com), websites of the Stock Exchanges i.e. The BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of M/s KFin Technologies Ltd. at [www.kfintech.com](http://www.kfintech.com).
6. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday 21 July 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice through remote e-voting only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. This Postal Ballot is being initiated in compliance with the MCA Circulars.
7. The voting period will commence from 30 July 2023 at 9:00 am IST and shall end at 5:00 p.m. (IST) on 28 August 2023 hours IST. The e-voting module shall thereafter be disabled.
8. Members holding shares in physical mode and who have not updated their email addresses with the Bank are requested to update their email addresses by writing to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested



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copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/ update their email addresses with relevant depository participants.

9. The Scrutinizer will submit his report to the Chairman or MD after completion of the scrutiny and the results of the e-voting by postal ballot will be announced by or before 31 August 2023 at the registered office of the Company at #12-6-214/A1, Hyderabad Road, Raichur – 584135
10. The declared results along with the report of the scrutinizer shall be submitted to the BSE and NSE and shall be uploaded on the website of the company www.vbshilpa.com, website of M/s KFin Technologies Ltd. www.evoting.kfintech.com.
11. The instructions for Members for e-voting are as under:

e-Voting procedure for Individual shareholders holding securities in Demat:

As per the 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.

Method of Login individual shareholders holding the securities in Demat mode directly from the website of depositories:

NSDL	CDSL
<ol style="list-style-type: none"><li>1. User already registered for IDeAS facility:<ol style="list-style-type: none"><li>I. URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li><li>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li><li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li><li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ol></li></ol>	<ol style="list-style-type: none"><li>1. Existing user who have opted for Easi / Easiest<ol style="list-style-type: none"><li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li>II. Click on New System Myeasi</li><li>III. Login with your registered user id and password.</li><li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li><li>V. Click on e-Voting service provider name to cast your vote.</li></ol></li><li>2. User not registered for Easi/Easiest</li></ol>



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<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"><li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Select "Register Online for IDeAS"</li><li>III. Proceed with completing the required fields.</li></ol> <p>3. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"><li>I. To register click on link: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>ii. Proceed with completing the required fields.</li></ol> <p>4. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"><li>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li><li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li><li>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li><li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li></ol> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<ol style="list-style-type: none"><li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>II. Proceed with completing the required fields.</li><li>III. Follow the steps given in point 1</li></ol> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"><li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li>II. Provide your demat Account Number and PAN No.</li><li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li><li>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.</li></ol>
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### Method of Login for individual shareholders holding the securities in DEMAT mode through their depository participants.

Shareholders can also login using the login credentials of their DEMAT account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after





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successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

#### **Important Note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

#### **For technical Assistance**

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

<b>NSDL</b>	<b>CDSL</b>
Email: evoting@nsdl.co.in Toll free no.'s: 1800 1020 990 1800 22 44 30	Email : helpdesk.evoting@cDSLindia.com Phone No: 022- 23058738 022-23058542-43

#### **e-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108,110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules, the Bank is pleased to provide e-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Bank has engaged the services of M/s KFin Technologies Limited for the purpose of providing e-voting facility to all its members.

- i. The details of the process and manner for e-voting are given below:
  - a. Initial password is provided in the body of the email.
  - b. Launch internet browser and type the URL : <https://evoting.kfintech.com> in the address bar.
  - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly



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recommended not to share your password with any other person and take utmost care to keep your password confidential.

- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e. 7459
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/ ‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- viii. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at ram.devata@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘CLIENT EVENT No.’
- x. Members can cast their vote online from 30 July 2023 from 9:00 am IST till 28 August 2023 to 5:00 PM hours) Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the ‘download’ section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).



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### **Statement pursuant to Section 102 (1) and 110 of the Companies Act, 2013, setting out the material facts concerning the resolution:**

Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution. Explanation (i) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of an “undertaking” shall mean an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year. Explanation (ii) to section 180(1)(a) of the Companies Act, 2013 states that the meaning of “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year

As per Regulation 24(5) and Regulation 24(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding to less than fifty percent or cease the exercise of control over the subsidiary without passing special resolution in General meeting. Hence, members approval is sought out through postal ballot.

The relevant resolutions proposed for the Member’s approval are specified collectively at item No.1. The Board of Directors recommend the Special Resolution as set out in item No. 1 of the Notice for the approval of the Shareholders through the process of Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or otherwise interested in this resolution.

The Board recommends the resolution for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the said resolution except to the extent of their shareholding in the Company.

**By Order of the Board of Directors  
For Shilpa Medicare Limited**

**Date : 21 July 2023  
Place: Bengaluru**

**Sd/-  
Om Prakash Inani  
Chairman  
Din No:01301385**