



## SHARMA EAST INDIA HOSPITALS AND MEDICAL RESEARCH LTD.

Regd. Office: Jaipur Hospital, Near SMS Stadium, Lal Kothi, Tonk Road, Jaipur-302015 (Raj.)  
Phone: 0141-2742557, 2742266  
E-Mail: [sharmaeastindia@gmail.com](mailto:sharmaeastindia@gmail.com)  
CIN: L85110RJ1989PLC005206  
Website: [www.jaipurhospital.co.in](http://www.jaipurhospital.co.in)

### POSTAL BALLOT NOTICE

STARTS ON	ENDS ON
31-07-2024	29-08-2024

Dear Member(s),

**NOTICE** of Postal Ballot is hereby given to the Members of SHARMA EAST INDIA HOSPITALS & MEDICAL RESEARCH LIMITED (“**Company**”), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 (referred to as ‘Rules’), Secretarial Standards - 2 (SS-2), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 09/2023 dated September 25, 2023 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as ‘the MCA Circulars’), and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the special businesses as set out below is proposed for seeking approval of the Members by way of an Ordinary Resolution and Special Resolutions through the process of Postal Ballot, by electronic means.

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts, is appended to this Postal Ballot Notice.

The Board of Directors of the Company have appointed Mr. Hemant Shetye (Membership no. F2827, COP no.: 1483), Designated Partners of HSPN & Associates LLP, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot and e-Voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of Rules and Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering e-voting facility to all the Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

#### **SPECIAL BUSINESS:**

**ITEM NO. 01: Appointment of Mr. Pawan Shorey (DIN-10636955) as an Independent Director of the Company.**

**To consider and if thought fit, to pass the following Resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and as per



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the provisions of Articles of Association of the Company, Mr. Pawan Shorey (DIN-10636955), who was appointed as an additional director and also Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2024, who holds office up to the General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and recommendation from the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from 30<sup>th</sup> May, 2024 upto 29<sup>th</sup> May, 2029 (both days inclusive) on which date he attains seventy-five years of age.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, expedient and desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Ministry of Corporate Affairs.”

**ITEM NO.02: Appointment of Mr. Srikant Vinayakrao Bulakh (DIN: 10637125) as an Independent Director of the Company**

**To consider and if thought fit, to pass the following Resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and as per the provisions of Articles of Association of the Company Mr. Srikant Vinayakrao Bulakh (DIN: 10637125), who was appointed as an additional director and also Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2024, and who holds office upto the General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and recommendation from the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from 30<sup>th</sup> May, 2024 upto 29<sup>th</sup> May, 2029 (both days inclusive) on which date he attains 75 years of age.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, expedient and desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Ministry of Corporate Affairs.”

**Item No.03: Appointment of Mrs. Radhika Sathe (DIN: 10645753) as a Non-Executive 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 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), in line with the Articles of Association of the Company and pursuant to recommendation of Board of Directors of the Company, Mrs. Radhika Sathe (DIN: 10645753), who was appointed as an Additional Non-executive Director of the Company w.e.f. 30<sup>th</sup> May, 2024 and who holds office upto the date of this Annual General Meeting, or the last date on which the who holds office upto the General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from the original date of appointment i.e. 30<sup>th</sup> May, 2024.

**RESOLVED FURTHER THAT** each of the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution and make necessary filings and disclosures to regulatory authorities as may be required under the applicable provisions of the Act.”

**ITEM NO. 04: To Alter Memorandum of Association as per the provisions of the Companies Act, 2013**

To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13,15 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Table A of the Schedule I of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company as per the following:

1. Deletion of the clause III part (A) heading of the Memorandum of Association and replaced by new heading as reproduced below:
  - A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -
2. The existing Part C i.e. “OTHER OBJECTS” Clauses of the Memorandum of Association of the Company be deleted and all the clauses shall be renumbered from 1 to 41 (both inclusive) of revised Memorandum of Association of the Company.



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3. Deletion of the Clause IV of the Memorandum of Association and replaced by new Clause IV as reproduced below:

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** Mr. Shailendra Kumar Sharma, Managing Director of the Company, and Miss. Bhawana Sharma, Company Secretary be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 05: To Adopt a New Set of Articles of Association as per Companies Act, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14, or any other applicable provisions of the Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company with a new set of Articles of Association as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**ITEM NO. 06: To Approve Increase in Borrowing Limits in Excess of Limits Specified Under Section 180 (1) (C) Of Companies Act, 2013**

To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of INR 100,00,00,000 (Indian Rupees Hundred Crore Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.



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**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**ITEM NO. 07: To Make Investment, Guarantees and Securities Under Section 186 Of the Companies Act, 2013.**

**To consider and if thought fit, to pass with or without modifications the following resolution by way of Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100,00,00,000 (Rupees Hundred Crore Only), outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**For Sharma East India Hospitals & Medical Research Limited**

**Sd/-  
Bhawana Sharma  
(Company Secretary  
and Compliance Office)  
ACS: 061665**

**Registered Office:  
Jaipur Hospital Lal Kothi,**



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**Near S.M.S. Stadium Tonk Road,  
Jaipur-302015  
Jaipur, July 25 2024**

Notes:

- 1) A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 2) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
- 3) The members whose e-mail addresses are not registered with the Company/Depositories, are requested to get the same registered/ updated. The members holding shares in demat form can get their e-mail addresses registered by contacting their respective Depository Participant and the members holding shares in physical form may register their e-mail addresses and mobile number with the RTA by following the process stated hereinafter for receiving the Postal Ballot Notice along with the remote e-voting instructions in electronic mode.



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- 4) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate immediately any change in their address or bank mandates immediately to the Company.
- 5) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- 6) Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
- 7) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility of NSDL as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of Postal Ballot of the Company.
- 8) The e-voting period begins on 31-07-2024 at 9.00 a.m. and ends on 29-08-2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Friday, 19<sup>th</sup> July, 2024, may cast their vote electronically. Thereafter the e-Voting module shall be disabled by NSDL for voting.
- 9) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date of Friday, 19<sup>th</sup> July, 2024.**
- 10) A copy of this notice has been placed on the website of the Company at [www.jaipurhospital.co.in](http://www.jaipurhospital.co.in) and the website of NSDL at <https://www.evoting.nsd.com>.
- 11) Mr. Hemant Shetye (Membership no. F2827, COP no.: 1483), Designated Partners of HSPN & Associates LLP, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- 12) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice of the Company is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Notice and the notice will be sent via email, to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as Friday, the 19<sup>th</sup> July, 2024.



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- 13) Members who have not registered their E-mail address so far, are requested to register their e-mail for receiving all communication including Notices etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

**Registration of E-mail ID:**

- (a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.
- (b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:
- (i) Kindly log in to the website of the RTA, namely, Beetal Financial & Computer Services Pvt. Ltd, [www.beetalfinancial.com](http://www.beetalfinancial.com) in under Investor Services > Email/Bank detail Updation - fill in the details and upload the required documents and submit. OR
- (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
- (iii) Alternatively, Members may send an e-mail request to the email id: [sharmaeastindia@gmail.com](mailto:sharmaeastindia@gmail.com) 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 the case of physical folio.
- 14) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar and Transfer Agent.
- 15) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferor(s) and transferee(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities at [sharmaeastindia@gmail.com](mailto:sharmaeastindia@gmail.com).





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### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

#### **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"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>



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	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 Forget Password option available at abovementioned website.



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Phone: 0141-2742557, 2742266

E-Mail: [sharmaeastindia@gmail.com](mailto:sharmaeastindia@gmail.com)

CIN: L85110RJ1989PLC005206

Website: [www.jaipurhospital.co.in](http://www.jaipurhospital.co.in)

### **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **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 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



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		For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
<b>5. Password details for shareholders other than Individual shareholders are given below:</b>		
<p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b></p> <p><b>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</b></p> <p>a) Click on "<b>Forgot User Details/Password?</b>" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b) <b>Physical User Reset Password?</b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p><b>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</b></p> <p><b>8. Now, you will have to click on "Login" button.</b></p> <p><b>9. After you click on the "Login" button, Home page of e-Voting will open.</b></p>		

### **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.
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.



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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 [hs@hspnassociates.in](mailto:hs@hspnassociates.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto: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 [sharmaeastindia@gmail.com](mailto:sharmaeastindia@gmail.com).
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 [sharmaeastindia@gmail.com](mailto:sharmaeastindia@gmail.com). If you are an Individual shareholder 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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.



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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**For Sharma East India Hospitals & Medical Research Limited**

**Sd/-**

**Bhawana Sharma**  
**(Company Secretary and Compliance Office)**  
**ACS: 061665**

**Registered Office:**  
**Jaipur Hospital Lal Kothi,**  
**Near S.M.S. Stadium Tonk Road,**  
**Jaipur-302015**  
**Jaipur, July 25 2024.**



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**THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS A DISCLOSURE UNDER  
REGULATION 163 OF THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL  
STANDARD - 2.**

**Item No. 1 -**

This is to inform you that:

- (a) The Board of Directors, appointed Mr. Pawan Shorey (DIN-10636955) as an Additional Non-Executive Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2024 pursuant to the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force for a period of 5 years on the recommendation of Nomination & Remuneration Committee after considering the knowledge, acumen, expertise and experience in their respective fields.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Mr. Pawan Shorey (DIN-10636955) holds office as Director up to the date of next General Meeting.
- (c) Mr. Pawan Shorey (DIN-10636955) has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013. Mr. Pawan Shorey (DIN-10636955) has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors, on the recommendation of Nomination & Remuneration Committee recommended to appoint Mr. Pawan Shorey (DIN-10636955) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from 30<sup>th</sup> May, 2024 upto 29<sup>th</sup> May, 2029 (both days inclusive) on which date he attains 75 years of age.

Brief profile of Mr. Pawan Shorey (DIN-10636955) - the disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are as follows:

Particulars	Remark
Name	Pawan Shorey (DIN :10636955)
Date of Birth (Age)	17.04.1954 (Age 70)
Date of Appointment/Re-appointment	30.05.2024
Qualifications	M.B.B.S.
Expertise in specific functional areas	Doctor by profession and has very good knowledge and experience of medical and health care industry.



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Terms and conditions of appointment	Appointment as an Independent Director for a consecutive term commencing from May 30, 2024 upto May 29, 2029, on which date he attains 75 years of age, not liable to retire by rotation.
Directorships held in other public companies (excluding foreign companies and Section 8 Companies.	NIL
List of Listed Companies in which the person has resigned in the past three years	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company	NIL
Justification for appointment of Mr. Pawan Shorey Non- Executive Independent Director even though he is going to attend the age of seventy-five years.	Shri Pawan Shorey (DIN-10636955) is a Doctor with immense experience in medical and health care industry. The Company being running a hospital in Rajasthan and to take advantage of Shri Pawan Shorey experience it is proposed to appoint him as Non-Executive Independent Director of the Company's board, even though he is going to attend the age of 75 years.

None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except Mr. Pawan Shorey (DIN-10636955).

The Board recommends the resolution at Item no. 1 to be passed as a Special Resolution.





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**Item No. 2:**

This is to inform you that:

- (a) The Board of Directors, appointed Mr. Srikant Vinayakrao Bulakh (DIN: 10637125) as an Additional Non- Executive Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2024 pursuant to the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force for a period of 5 years on the recommendation of Nomination & Remuneration Committee after considering the knowledge, acumen, expertise and experience in their respective fields.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Mr. Srikant Vinayakrao Bulakh (DIN: 10637125) holds office as Director up to the date of next General Meeting.
- (c) Mr. Srikant Vinayakrao Bulakh (DIN: 10637125) has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013. Mr. Srikant Vinayakrao Bulakh (DIN: 10637125) has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors, on the recommendation of Nomination & Remuneration Committee recommended to appoint Mr. Srikant Vinayakrao Bulakh (DIN: 10637125) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company commencing from 30<sup>th</sup> May, 2024 upto 29<sup>th</sup> May, 2029 (both days inclusive) on which date he attains 75 years of age.

Brief profile of Mr. Srikant Vinayakrao Bulakh (DIN: 10637125) - the disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are as follows:

<b>Particulars</b>	<b>Remark</b>
Name	Srikant Vinayakrao Bulakh (DIN: 10637125)
Date of Birth (Age)	25.11.1953 (Age 71)
Date of Appointment/Re-appointment	30.05.2024
Qualifications	M.B.B.S.
Expertise in specific functional areas	Doctor by profession and has very good knowledge and experience of medical and health care industry
Terms and conditions of appointment	Appointment as an Independent Director for a consecutive term commencing from May 30, 2024 upto May 29, 2029, on which date he attains 75 years of age, not liable to retire by rotation



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Directorships held in other public companies (excluding foreign companies and Section 8 Companies)	NIL
List of Listed Companies in which the person has resigned in the past three years	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company	NIL

None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except Mr. Srikant Vinayakrao Bulakh (DIN: 10637125).

The Board recommends the resolution at Item no. 2 to be passed as a Special Resolution.

**Item No. 3:**

This is to inform you that:

- (a) The Board of Directors, appointed Mrs. Radhika Sathe (DIN: 10645753) as an Additional Non-Executive Director of the Company w.e.f. 30<sup>th</sup> May, 2024 pursuant to the provisions of the Section 161 of the Companies Act, 2013 on the recommendation of Nomination & Remuneration Committee after considering the knowledge, acumen, expertise and experience in their respective fields.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Mrs. Radhika Sathe (DIN: 10645753) holds office as Director up to the date of next General Meeting.
- (c) Mrs. Radhika Sathe (DIN: 10645753) has given her consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013. Mrs. Radhika Sathe (DIN: 10645753) has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors, on the recommendation of Nomination & Remuneration Committee recommended to appoint Mrs. Radhika Sathe (DIN: 10645753) as Non-Executive Director of the Company, liable to retire by rotation.



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Brief profile of Mrs. Radhika Sathe (DIN: 10645753) - the disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are as follows:

<b>Particulars</b>	<b>Remark</b>
Name	Radhika Sathe (DIN: 10645753)
Date of Birth (Age)	21.10.1987 (Age 37)
Date of Appointment/Re-appointment	30.05.2024
Qualifications	M.B.B.S.
Expertise in specific functional areas	Doctor by profession and has very good knowledge and experience of medical and health care industry
Directorships held in other public companies (excluding foreign companies and Section 8 Companies)	NIL
List of Listed Companies in which the person has resigned in the past three years	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
Number of shares held in the Company	NIL

None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except Mrs. Radhika Sathe (DIN: 10645753).

The Board recommends the resolution at Item no. 3 to be passed as an Ordinary Resolution.

**Item No.4:**

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging, altering and retaining the Objects under Clause III (C) - "The Other Objects are" with Clause III (B) - "The Objects Incidental or Ancillary to the attainment of the Main Objects are" to the extent possible and also to rename and renumber the Clause III (A) and III (B) of the Object Clause.



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The Board at its meeting held on July 25, 2024 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members. The proposed draft MOA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office / Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays, and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

The Directors recommend the aforesaid resolutions at Item nos.4 for the approval by the members as a Special Resolutions.

**Item No. 5:**

This is to inform you that:

- (a) The Company was incorporated under the provisions of the Companies Act, 1956. Therefore, the existing Articles of Association ("AOA") is as per the provision of the Companies Act, 1956.
- (b) Effective from April 2014, enactment of the new Companies Act, 2013 and repeal of the old Companies Act, 1956, and several clauses in the existing AOA contain references to specific sections of the Companies Act, 1956, which are no longer in force, it is now proposed to replace old set of the Company's AoA with the new set of the Company's AoA to get the same as per the requirements of Table A and Table F, respectively of First Schedule in the Companies Act, 2013.

Accordingly, consent of the members of the Company by way of a Special Resolution are required in this regard. The entire set of proposed amended AoA is available on the website of the Company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

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

The Directors recommend the aforesaid resolutions at Item nos. 5 for the approval by the members as a Special Resolutions.



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**Item No. 6:**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. The above proposal is in the interest of the Company and the

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item nos. 6 of the accompanying notice.

The Board recommends the resolution at Item nos. 6 to be passed as Special Resolution.

**Item No.7:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100,00,00,000 (Rupees Hundred Crore Only), as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company.



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

**For Sharma East India Hospitals & Medical Research Limited**

**Sd/-**

**Bhawana Sharma**  
**(Company Secretary and Compliance Office)**  
**ACS: 061665**

**Registered Office:**  
**Jaipur Hospital Lal Kothi,**  
**Near S.M.S. Stadium Tonk Road,**  
**Jaipur-302015**  
**Jaipur, July 25 2024**