



NOTICE OF 01ST EXTRA-ORDINARY GENERAL MEETING (EGM)

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF SAHAJANAND MEDICAL TECHNOLOGIES LIMITED ("COMPANY") WILL BE HELD ON TUESDAY, 09TH MAY 2023 AT 04:00 P.M.(IST) THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO-VISUAL MEANS (OAVM)

SPECIAL BUSINESS:

1. APPROVAL FOR CONTRIBUTION BY WAY OF DONATION TO BONAFIDE CHARITABLE AND OTHER FUNDS:

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

"RESOLVED THAT, pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, circulars, notifications, if any, made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act and such other applicable Regulations, if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (or Committee thereof) to contribute, donate, subscribe or otherwise provide financial assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes in financial year 2023-24 for an amount not exceeding Rs. 6 Crores (Rupees Six Crores only);

RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

2. TO CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MR. HARIVADAN JAGADISH PANDYA (DIN- 07729738) FROM INDEPENDENT AND NON-EXECUTIVE DIRECTOR TO NON-INDEPENDENT AND NON- EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board, the consent of the members of the Company be and is hereby accorded for re-designation of Mr. Harivadan Jagadish Pandya (DIN-07729738) from Independent and Non-Executive Director to Non-Independent and Non- Executive Director of the Company w.e.f. 23rd March, 2023 who would be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to sign, submit and execute the necessary forms, documents and papers and to do all such acts, things and deeds as required to give effect to the aforesaid resolution."

3. TO CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MS. VYANJANA KIRITBHAI PANDYA (DIN-09782750) FROM INDEPENDENT AND NON-EXECUTIVE DIRECTOR TO NON-INDEPENDENT AND NON- EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and on the recommendation of the Nomination and Remuneration Committee ("NRC") and the Board the consent of the members of the Company be and is hereby accorded for re-designation of Ms.

Regd./Corp. Office:

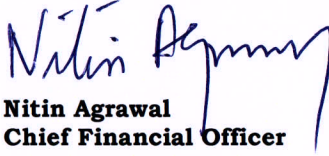
Sahajanand Medical Technologies Limited, Sahajanand Estate, Wakharia Wadi, Near Dabholi Char Rasta, Ved Road, Surat - 395004 (Guj) INDIA
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Vyanjana Kiritbhai Pandya (DIN-09782750) from Independent and Non-Executive Director to Non-Independent and Non-Executive Director of the Company w.e.f. 23rd March, 2023 who would be liable to retire by rotation;

RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to sign, submit and execute the necessary forms, documents and papers and to do all such acts, things and deeds as required to give effect to the aforesaid resolution.”

For **Sahajanand Medical Technologies Limited**
(Formerly known as Sahajanand Medical Technologies Private Limited)


Nitin Agrawal
Chief Financial Officer

Date: 02/05/2023
Place: Mumbai



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NOTES:

1. Pursuant to various circulars issued by Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) permitting holding of the Extra Ordinary General Meeting (“EGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”), without the physical presence of the Members at a common venue. The venue of the meeting shall be deemed to be the registered office of the Company.
2. A calendar invite is being sent to the Members along with this notice containing the log-in details and necessary instructions to attend this meeting through VC. Please note that such information will be highly confidential and ensure that it is not shared with anyone. The login facility shall be opened 15 minutes prior to designated time and shall remain open for not less than 15 minutes post the designated time.
3. Instructions for members to attend the EGM through VC/OAVM:
 - a. Members will be provided with a facility to attend the EGM through VC/ OAVM. Members are requested to join the meeting through below mentioned zoom meeting link.
 - b. Members are encouraged to join the meeting through laptops for better experience.
 - c. Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
 - d. Please note that Participants connecting from Mobile Devices or Tablets or though 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.
 - e. Members seeking any information with regard to any business to be dealt at the EGM, are requested to send an email on nitin.agrawal@smt.in along with their name, DP ID and client ID/folio number, PAN and mobile number. The same will be replied by the Company suitably.

4. Join Zoom Meeting Link:

<https://us06web.zoom.us/j/89596598215?pwd=UnZYsXN2SURJeS9SUKgyTW44NDBudz09>

Meeting ID: 895 9659 8215

Passcode: 123456

5. The notice of the EGM is being sent only by electronic mode to those members whose email addresses are registered with the Company /Depositories in accordance with the aforesaid MCA.
6. In terms of the MCA Circulars, due to this pandemic which requires social distancing, companies are advised to take all decisions requiring shareholder’s approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of e-voting in accordance with the provisions of the Act and rules framed thereunder, without holding a general meeting that requires physical presence of shareholders at a common venue.
7. Attendance of Members through Video Conferencing (“VC”) or Other Audio-Visual Mode (“OAVM”) shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In accordance with MCA circular, the EGM will be held through VC or OAVM, where physical attendance of Members in any case has been dispensed with; there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members will not be available for such meeting but however, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting to be held through VC or OAVM.
9. Voting (in case of Poll):
 - a. In case a poll is demanded, Chairman shall follow procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
 - b. On demand of the poll, the members may vote by sending an e-mail to the designated e-mail id “nitin.agrawal@smt.in” stating their assent/dissent. For convenience during voting, the members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Item no. of agenda	No. of Shares held	Assent	Dissent

10. In case of joint holders attending the EGM, the members whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote.
11. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed thereto.

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12. The proceedings of the meeting shall be recorded, and the transcript of the proceedings shall be maintained by the Company in terms of the MCA Circulars.
13. Voting through polls, where required / requested would be done through e-mails. For this purpose, the shareholder would be required to send his votes through e-mail to 'Mr. Nitin Agrawal' from the e-mail id registered with the Company. For removal of doubts, it is hereby informed that the e-mail address on which the shareholder receives the notice is the registered e-mail as per the records of the Company.
14. Members are requested to notify immediately any change in their addresses to the Company at the registered office address of the Company.
15. The Registers under the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours between 11:00 a.m. (IST) to 1:00 p.m. (IST) except on holidays.
16. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company during business hours between 11:00 a.m. (IST) to 1:00 p.m. (IST) except on holidays, up to and including the date of the General Meeting of the Company.
17. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution/ Authorization letter authorizing their representative to attend and vote on their behalf at the Meeting, if not already sent.
18. Since the EGM will be held through VC/OAVM, the Route Map is not annexed with Notice.
19. The meeting is proposed to be held at shorter notice and therefore as per the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder, it requires the consent for shorter notice from majority in number of members entitled to vote and who represent not less than ninety-five percent of such part of the paid up share capital of the Company. Members are requested to provide their consent for short notice by sending the signed copy of the draft format attached herewith or through email confirmation.
20. In case of any queries or issues regarding e-voting, you may write an email to the Chief Financial Officer at 'nitin.agrawal@smt.in'

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 THE COMPANIES ACT, 2013

Item No. 1:

Your Company would like to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. It is therefore necessary to obtain the approval of the Members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section.

Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorising the Board of Directors (or Committee thereof) of the Company to make contributions during the financial year 2023-24 for an amount not exceeding Rs. 6 Crores.

None of the Promoters/ Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 1 of this Notice.

The Board recommends the resolution set forth in Item no. 1 for the approval of the Members.

Item No. 2:

The Board of Directors of the Company at their meeting held on March 23, 2023, had redesignated Mr. Harivadan Jagadish Pandya (DIN- 07729738) from Independent and Non-Executive Director to Non-Independent and Non- Executive Director of the Company subject to approval of members of the Company.

Due to personal and unavoidable circumstances Mr. Harivadan Pandya is not able to continue to hold office of independent director so it will be beneficial and in the best interest of the Company to redesignate Mr. Harivadan Jagadish Pandya from Independent and Non-Executive Director to Non-Independent and Non- Executive Director of the Company.

No other Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise - in the above Resolution. The Board of Directors recommends passing of the Resolution set out in Item No. 2 of this notice as an Ordinary Resolution.

Item No. 3:

The Board of Directors of the Company at their meeting held on March 23, 2023, had redesignated Mrs. Vyanjana Kiritbhai Pandya (DIN-09782750) from Independent and Non-Executive Director to Non-Independent and Non- Executive Director of the Company subject to approval of members of the Company.

Due to personal and unavoidable circumstances Mrs. Vyanjana Pandya is not able to continue to hold office of independent director so it will be beneficial and in the best interest of the Company to redesignate Mrs. Vyanjana Pandya from Independent and Non-Executive Director to Non- Independent and Non- Executive Director of the Company.

Other than Mr. Harivadan Pandya, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise - in the above Resolution. The Board of Directors recommends passing of the Resolution set out in Item No. 3 of this notice as an Ordinary Resolution.

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For **Sahajanand Medical Technologies Limited**
(Formerly known as Sahajanand Medical Technologies Private Limited)

Nitin Agrawal

Nitin Agrawal
Chief Financial Officer
Date: 02/05/2023
Place: Mumbai



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Attendance Slip

CIN	:	U33119GJ2001PLC040121
Name of Company	:	Sahajanand Medical Technologies Limited
Place of Meeting	:	Sahajanand Estate, Wakharia Wadi Nr. Dabholi Char Rasta, Nani Ved, Ved Road, Surat, Gujarat – 395004

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Tuesday, 09th May 2023 at 4.00 p.m. (IST)

Member's Folio No.

Member's Name

Member's Signature

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**Consent of shareholder for a meeting convened at shorter notice
[Pursuant to section 101(1) of the Companies Act, 2013]**

Date:

To,

The Board of Directors,

Sahajanand Medical Technologies Limited ("Company")

Sahajanand Estate, Wakharia Wadi Nr. Dabholi Char Rasta,
Nani Ved, Ved Road, Surat, Gujarat – 395004, India

Dear Sir,

Sub: Consent for holding Extra Ordinary General Meeting (EGM) of the Company at a shorter notice

I, _____, shareholder of Sahajanand Medical Technologies Limited ("the Company"), holding _____ Equity shares hereby give my consent, pursuant to the provisions of Section 101(1) of Companies Act, 2013, rules made thereunder and applicable Secretarial Standards to convene the Extra Ordinary General Meeting (EGM) of the members of the Company **Tuesday, 09th May, 2023** at Sahajanand Estate, Wakharia Wadi Nr. Dabholi Char Rasta, Nani Ved, Ved Road, Surat, Gujarat – 395004, India at 4.00 p.m. at a shorter notice, in order to transact the items specified in the notice.

Yours faithfully,

(Name and Signature of Member)

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Annexure I to the Notice

Pursuant to Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors.

Name of the Director	Mr. Harivadan Pandya	Ms. Vyanjana Pandya
DIN	07729738	09782750
Date of Birth/ Age	03/11/1974	27/02/1976
Date of first appointment	24/08/2022	07/11/2022
Expertise in specific functional Areas	Mr. Harivadan brings 18 years of senior leadership experience in finance, accounting, management accounting and corporate strategy. He also has a background in management consulting and auditing. He has an international exposure in medical devices, information technology and electronic discovery industries ranging from startups to well-established companies.	Mrs. Vyanjana Pandya currently works for FTI Consulting Inc.
Qualifications	He is a Fellow Chartered Accountant of the Institute of Chartered Accountant of India, Associate Cost and Management Accountant of the Institute of Cost Accountants of India and a non-practising member of the American Institute of Certified Public Accountants. Mr. Harivadan has a bachelor's degree in Advanced Accounting and Auditing from Gujarat University	Mrs. Vyanjana Pandya is an Associate member of the Institute of Chartered Accountant of India, Associate member of Institute of Company Secretaries of India and a non-practising member of the American Institute of Certified Public Accountants.
Terms and Conditions of Appointment/ Reappointment	Proposed to be appointed as Non-Executive Directors, liable to retire by rotation.	
No of Board Meeting attended during the year	5	3
Shareholding in the Company	-	-
Relationship with Directors, Managers And Key Managerial Personnel	-	Wife of Mr. Harivadan Pandya
Directorship held in other companies	- Sahajanand Technologies Private Limited - Sahajanand Life Sciences Private Limited.	-

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