



SAHAJANAND MEDICAL TECHNOLOGIES LIMITED

Transcript of (01/2024-25) Extra Ordinary General Meeting of Sahajanand Medical Technologies Limited held on Friday, March 28, 2025, at 3:00 P.M. (IST) at shorter notice, through Video Conference

Attendees:

Directors & Key Managerial Personnel present through Video Conferencing (“VC”)	Designation
Mr. Dhirajlal Kotadia	Chairperson of the Meeting and Chairperson of Corporate Social Responsibility Committee
Mr. Bhargav Dhirajlal Kotadia	Managing Director
Mr. Ganesh Sabat	Chief Executive Officer and Executive Director
Mr. Gautam Gode	Non-Executive Director
Mr. Jose Calle Gordo	Non-Executive Director and Chairperson of Nomination & Remuneration Committee
Mr. Abhishek Kabra	Non-Executive Director and Chairperson of Audit Committee
Ms. Sonalika Dhar	Independent Director
Mr. Amit Kumar Khandelia	Chief Financial Officer
Ms. Deepshikha Singhal	Company Secretary

Ms. Deepshikha Singhal: Good evening, everyone! I welcome you all to the 1st Extra-ordinary General Meeting (“EGM”) of the Company.

Please note that this EGM is conducted at shorter notice after taking consent from majority number of members entitled to vote and who represent more than 95% of the paid-up share capital of the Company.

Ministry of Corporate Affairs (“MCA”) has issued various circulars permitting the Companies to hold EGM through Video Conference (“VC”) facility or other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. Therefore, in compliance with the provisions



of the Companies Act, 2013 and MCA Circulars, the EGM of the Company is being held through Video Conference. The deemed venue for this EGM is the registered office of the Company at Surat.

Notice of this meeting was served electronically to all the members and other stakeholders and is also available on Company's website i.e. www.smtpl.com

All the relevant documents referred to in the Notice are available for inspection electronically by the members up to the date of Meeting who had written to the Company before the Meeting.

In terms of the Articles of Association all business to be transacted at the meeting of members of the Company shall be decided on a poll.

Accordingly, facility of e-voting through poll will be provided during the Meeting. The equity shareholders or their representatives shall cast their vote on the resolutions, by filling in the details as required in the online polling forms and submitting their response.

Polling process will be conducted in compliance with the applicable provisions of the Act and the MCA Circulars and members will be briefed on the polling process later during the meeting. The polling process will be conducted and scrutinized by the Company Secretary and the result of the voting will be announced at the end of the meeting.

I now request Mr. Dhirajlal Kotadia, Chairperson of the Board, to preside over the meeting.

Mr. Dhirajlal Kotadia : Good Afternoon, everyone! I welcome you all to this 1st Extra Ordinary General Meeting of the Company.

I will now call on the Directors who are at this video conference to introduce themselves.

I request Mr. Ganesh Sabat to introduce himself.

(Considering he way travelling, he could not introduce himself)

Mr. Bhargav Kotadia: Hi everyone, I am Bhargav Kotadia, I am the Managing Director of the Company.



Mr. Jose Calle Gordo: Hi everyone, Good Afternoon, I am Jose Calle Gordo, I am a Non-Executive Director of the Company.

Mr. Abhishek Kabra: Hi everyone, this is Abhishek Kabra, I am the Non-Executive Director on the Board of SMT.

Ms. Sonalika Dhar: Hi everyone, this is Sonalika Dhar, I am an Independent Director on the Board of SMT.

Mr. Gautam Gode: Hi everyone, I am Gautam Gode, I am the Nominee Director of the Samara Capital & Non-Executive Director on the Board of SMT.

(Members were informed by Mr. Kotadia that Mr. Harivadan Pandya, Non-executive Director and Mr. Debasis Panigrahi, Independent Director could not attend the Meeting due to their pre-occupancy.)

The chairperson of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee are also attending the meeting.

The Statutory Auditors, Secretarial Auditors and Internal Auditors have requested for exemption from attending the meeting. Thus, the Company granted exemption to them.

Since the physical attendance of Members is dispensed with, the requirement of appointing proxy is not applicable.

I confirm that:

- There is an adequate quorum, and the Company has received the necessary corporate authorizations in this regard. The quorum being present, I call the Meeting to order.
- The Meeting is duly constituted in accordance with the Act and the Articles or any other applicable laws
- All reasonable efforts have been made by the Company to enable the Members to participate and vote on the items being considered at the Meeting.

Now, with the permission of the members present at the Meeting, I take the Notice of the EGM as read.



I now request Ms. Deepshikha Singhal to provide a brief update on agenda proposed to be considered at the Meeting.

Ms. Deepshikha Singhal: Thank You Sir,

(A Presentation was shared with all the Shareholders)

We will now move to the matters that are proposed to be considered at this Meeting.

We have 2 **Special Businesses**, which are as under:

Agenda Item No. 1 relates to Donation of medical machines / equipments of Rs.15 crores to Citadel Health Foundation for charitable purposes.

Donation being in excess of the statutory limit of 5% of the Company's average net profits during the 3 immediately preceding FYs, approval of members is sought by way of Ordinary resolution for making such charitable donations.

None of the Promoters/ Directors / KMP of the Company and/or their relatives are in any way concerned or interested in the proposal.

Agenda Item No. 2 relates to amendments in SMT Employee Stock Option Plan, 2021, which was approved by the members in their Extra Ordinary General Meeting held on April 4, 2021.

The Plan was amended twice earlier and now, it is proposed to amend the same to provide for the easy transfer of shares by employees to third party.

Below are the proposed changes in the ESOP Plan 2021

Clause	Proposed Amendment in ESOP Plan 2021
14 <i>(Right of First Refusal to existing shareholders)</i>	Deleted clause 14 completely



Clause	Proposed Amendment in ESOP Plan 2021
17 (<i>Transfer of Options / Shares</i>)	- Existing clause talks about Transfer of option - Amended to cover Board approval for transfer of shares by employee (<i>shifted from clause 14</i>)

Accordingly, approval of members is sought by way of Special resolution for amendment in ESOP Plan 2021.

None of the Promoters/ Directors / KMP of the Company and/or their relatives are in any way concerned or interested in the proposal.

I would now request the Chairperson to continue with further proceedings.

Mr. Dhirajlal Kotadia : Thank you, Deepshikha, for presenting the update. Members who wish to speak or have any query on the agenda items, may either post their questions in the chat box or click on raise “Raise Hand” tab available on the screen.

(No questions were raised)

Mr. Dhirajlal Kotadia : We will now commence the voting process and I would request Ms. Singhal to brief the members on the voting process.

Ms. Deepshikha Singhal: Thank you, Sir.

- Voting will be carried out through online Polling Paper.
- Link for Polling Paper will be shared in the Chat Box.
- Equity Shareholders or their representatives are requested to fill in the details as required in the Polling Paper, along with their assent or dissent on all the resolutions.
- Members are requested to confirm in the Chat Box once they complete the voting process.

(Link of Polling Paper was shared in the chat box)



I have shared the link for voting in the Chat box. Please confirm if you can access the link to the polling paper.

(Members confirmed that they can access the link and voted on the matters mentioned above.)

Ms. Deepshikha Singhal: We have received the voting from all the members who were eligible to vote. I confirm that all the members who are present at the Meeting and are eligible to vote have completed their voting.

I further confirm that the Polling Papers which was defective / Incomplete was treated as Invalid and kept separately.

I request the Chairperson to declare the voting results and conclude the Meeting.

Mr. Dhirajlal Kotadia: Thank you all, on the basis of the Polling Papers, I declare that all the resolutions have been passed unanimously by the members who were eligible to vote as mentioned herein below:

Type of Resolution	Resolution	Number of members present	Number of members eligible to vote	Number of votes cast by the eligible members (In favour)	Number of votes cast by the eligible members (In against)	Invalid Votes
Ordinary Resolution	Approval for contribution by way of Donation to Charitable Institution	9	8	9,14,86,935 (90.35%)	-	-
Special Resolution	Approve amendments in SMT Employee Stock Option Plan, 2021	9	8	9,14,86,935 (90.35%)	-	-

Thank you everyone for your presence at the Meeting and for your co-operation and patience during the conduct of this Meeting.
