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affordable healthcare

SHILPA MEDICARE LIMITED

POSTAL BALLOT NOTICE

SHILPA MEDICARE LIMITED

CIN: L85110KA1987PLC008739

Regd. Office: #12-6-214/A1, Hyderabad Road, Raichur – 584135,
Karnataka, India. Telephone: 08532 – 238704 Fax: 08532 – 238876 Email: info@vbsilpa.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

Dear Member(s),

Notice is hereby given 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 08th April, 2020, The General Circular No: 17/2020, dated 13th April, 2020, the General Circular No: 22/2020 dated 15th June, 2020, the General Circular No: 33/2020 dated 28th September, 2020, the General Circular No: 39/2020 dated 31st December, 2020 and General Circular No: 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs (MCA Circulars)(Including any statutory modification or reenactment thereof for the time being in force, as amended from time to time) and pursuant to other applicable laws and regulations, the resolution appended below is to seek the approval of members through postal ballot process by remote electronic voting (“E-voting”) for change of entity for transfer of Active Pharmaceutical Ingredients (API) business of the Company from Shilpa Lifesciences Private Limited to Shilpa Corporate Holdings Private Limited having the CIN: U65929KA2020PTC134081 consequent to change of its objects and name

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, for your consideration.

The Board of Directors in their meeting held on 08 February 2022 has appointed M/s VCAN & Associates, Practicing Company Secretaries, represented by its Partner Mr. Ajay Vemuri bearing FCS F11106 as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot only through E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 05:00 pm 14 March 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

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

The Scrutinizer will submit his report to the Chairman or any person authorized by him after the completion of scrutiny of the E - Voting, and the result of the voting by Postal Ballot will be announced by the Chairman or any person authorized by him, on or before the stipulated time.

The results along with the report of the Scrutinizer shall be displayed on the Company's website: www.vbshilpa.com and on the website of <https://www.evoting.nsdl.com/> and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.

PROPOSED SPECIAL RESOLUTION

TO CONSIDER AND APPROVE THE CHANGE OF ENTITY FOR SLUMP SALE OF ACTIVE PHARMACEUTICAL INGREDIENT (API) BUSINESS OF THE COMPANY FROM SHILPA LIFESCIENCES PRIVATE LIMITED TO SHILPA CORPORATE HOLDINGS PRIVATE LIMITED (CIN U65929KA2020PTC134081), A WHOLLY OWNED SUBSIDIARY OF THE COMPANY CONSEQUENT TO CHANGE OF ITS OBJECTS AND NAME.

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

“RESOLVED THAT in partial modification to the resolution passed by members of the Company through postal ballot notice dated 12 July 2021 pursuant to the provisions of Section 180 (1) (a) and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and any other applicable laws for the time being in force and subject to other applicable rules, regulations, guidelines and also subject to requisite approvals, sanctions, consent and observations from secured creditors, customers, any government or regulatory authorities and any other person, as may be applicable, and such terms and conditions as may be imposed by them, consent of the Members of the Company be and is hereby accorded to change the entity from ‘Shilpa Lifesciences Private Limited (CIN:U24230KA2021PTC149722) to Shilpa Corporate Holdings Private Limited (CIN:U65929KA2020PTC134081)’ (subject to change of its objects and name as ‘Shilpa Pharma Lifesciences Private Limited’ or ‘Shilpa Pharma Lab Private Limited’ or any other name as may be proposed by the Board subject to approval of Central Registration Centre, Ministry of Corporate Affairs and subsequently members of the Company) for slump sale of API business by way of entering in to a business transfer agreement.

RESOLVED FURTHER THAT the consideration, terms & conditions as approved by members of the Company through postal ballot resolution dated 12 July 2021 would remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director(s), or to any committee of Directors or any other officer(s) / Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for the above items of business is annexed to this Notice.
2. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to exercise votes through electronic voting system ('remote e voting') on the e-voting platform provided by **National Securities Depository Limited ('NSDL')**
3. The voting rights of the members shall be reckoned on the equity shares held by them as on 04 February 2022 (End of Day), being the 'cut-off date' fixed for this purpose.
4. The Board of Directors in its meeting held on 08 February 2022 has appointed M/s VCAN & Associates, Practicing Company Secretaries, represented by its Partner Mr. Ajay Vemuri bearing FCS F11106 as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot only through E-voting process in a fair and transparent manner.
5. The postal ballot notice is also being uploaded on the Company's website viz., www.vbshilpa.com and on the website of NSDL viz., <https://www.evoting.nsdl.com/>
6. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.
7. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications during the financial year 2021-22 and the Members may update their email address by accessing the link <https://www.evoting.nsdl.com/>
8. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on 04 February 2022 will be considered for the purpose of e-voting.
9. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

10. In compliance with Sections 108 and 110 of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
11. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on 14 March, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorized, on or before stipulated time and will also be displayed on the website of the Company (www.vbshilpa.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
13. Members can cast their vote online from **13 February 2022** from 09:00 hours IST till **14 March 2022** to 17:00 hours Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked
14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 14 March 2022 i.e., the last date specified for receipt of votes through the e-voting process.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

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 data-bbox="603 1155 1449 1720">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="603 1738 1449 1906">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. 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. 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 **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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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 For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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.

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 ajay@vcancs.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Pallavi Mhatre) at evoting@nsdl.co.in

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 cs@vbshilpa.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 cs@vbshilpa.com. If you are an Individual shareholders 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
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.

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT**

Members of the Company through the resolution passed by way of postal ballot dated 12 July 2021 duly approved the proposal of transfer of Active Pharmaceutical Ingredient (API) business of the Company by way of slump sale as “going concern” to Shilpa Lifesciences Private Limited a wholly owned subsidiary of the Company.

This exercise is to build an independent business of API and to rationalize the corporate entities of the group. In this regard the Board at its meeting held on 08 February 2022 approved the fund raising plans in the transferred entity either from strategic investors through private placement or from investors at large through public issue.

Keeping in mind the proposal of fund raising the Board at its meeting subject to approval of members of the Company, accorded its consent for the change of entity from ‘Shilpa Lifesciences Private Limited’ to ‘Shilpa Corporate Holdings Private Limited’ (CIN:U65929KA2020PTC134081) consequent to change of its objects and name.

Shilpa Corporate Holdings Private Limited CIN: U65929KA2020PTC134081 is an existing wholly owned subsidiary of Shilpa Medicare Limited incorporated on 08 May 2020 as an Investment Company having its registered office situated at 12-6-214/A-1, Shilpa House, Hyderabad Road, Raichur Karnataka 584135. The paid up capital of the Company stands at Rs.9,85,78,000 and the Board of Shilpa Corporate Holdings Private Limited consists of the following:

Sl. No.	Name of the Directors	DIN
1	Vishnukanth Chaturbuj Bhutada	01243391
2	Ramakant Innani	03222748

The Board of Shilpa Corporate Holdings Private limited at its meeting held on 18 December, 2021 has approved to change the objects of the Company and proposed the names ‘**Shilpa Pharma Lifesciences Private Limited** or **Shilpa Pharma Lab Private Limited**’ or any other name as may be proposed by the Board subject to approval of Central Registration Centre, Ministry of Corporate Affairs and subsequently members of the Company. The Company has applied for name reservation with the said authority.

The proposed main objects of Shilpa Corporate Holdings Private Limited are as under:

- *To manufacture, formulate, process, research, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, Active Pharmaceutical Ingredients, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines,*

veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, spray, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents and distributors of all kinds of pharmaceuticals and allied products.

- *To carry on in India or abroad business of importers, merchants, general order suppliers, commission agents, representatives, distributors, royalty owner, contractors, auctioneers, indent agents, passage agents, factors, organizers, concessionaries, sale agents, sub agents, in connection with the business as referred to in sub-clause (1) above.*
- *To act as Consultant and Advisors providing technical know-how, technical services and allied services for the establishment, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medical Centers, Diagnostics Centers and Laboratories In India and abroad, to carry out medical research by engaging in the research and development of all fields of medical sciences, and in therapies of medical treatment, so as to afford medical relief in a better way, to provide research facilities for carrying on research, basic and applied, in all systems and discipline or medical and surgical knowledge, to develop pharmacological standardization of indigenous medical plant, to encourage and discover new medical and/or surgical management of disease and affections and to investigate and make known the nature and merits of investigations and findings and research in the said field and to acquire any processes upon such terms as may seem expedient and to improve the same and undertake the manufacture of any product developed, discovered or improved and/or to give licenses for the manufacture for the same to other and either to market the same or to grant licenses to other to market the same on such terms as may be deemed fit, to provide, encourage, initiate or promote facilities for the discovery, improvement or development of new method of diagnosis, understanding and treatment of diseases.*
- *To establish and run health portal, web sites, medical transcription centers, data processing/computer centers, retail chains, e-commerce, and to offer wholesale, retail, ecommerce facilities, health constancy and data processing and other services that are normally offered by health portal, websites, medical transcription centers, data processing/computer centers, retail chains, etc. to individuals, business and other type of customers and to impart training of Electronic data processing, Computer Software and Hardware, to customers and others and to carry on the business of manufacturers, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiests, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in computers, data processors, calculators, tabulators, machines, appliances, accessories, devices and instruments, of every kind and activation for use for industrial, commercial, scientific, medical, statistical, or any other purpose and any product or products thereof or*

materials, articles, software and hardware used in the operation of or otherwise in connection therewith or ancillary thereof and others and to carry on the business of manufacturers, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiests, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in computers, data processors, calculators, tabulators, machines, appliances, accessories, devices and instruments, of every kind and activation for use for industrial, commercial, scientific, medical, statistical, or any other purpose and any product or products thereof or materials, articles, software and hardware used in the operation of or otherwise in connection therewith or ancillary thereof.

- *To initiate, undertake, carry on, engage in, promote, assist encourage, conduct scientific and technical research, developments, experiments, investigations, inquiries, studies, projects, analysis, examinations, surveys and test of all kinds including, but not limited to those related to medical and pharmaceutical industry for technical and scientific problems and matters in India/ abroad*

Now, Members of the Company need to approve the change of entity for transfer of the API business of the Company through Business Transfer Agreement as a going concern on a slump sale basis to a separate legal entity from Shilpa Lifesciences Private Limited to Shilpa Corporate Holdings Private Limited having the CIN: U65929KA2020PTC134081 consequent to change of its objects and name which is a wholly owned subsidiary of Shilpa Medicare Limited.

It is to be noted that all the other information stated in the resolution passed by the members by way of postal ballot dated 12 July 2021 would remain unchanged.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act"), consent of the Members would be required in this regard to change the entity for the transfer of the said Business of the Company and therefore, the Company places the proposed resolution for your consideration and recommends that it be passed as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

For Shilpa Medicare Limited

**Sd/-
V V Krishna Chaitanya
Company Secretary
M. No: 49415**

**08 February 2022
Raichur**