



NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND (22ND) ANNUAL GENERAL MEETING ("AGM") OF SAHAJANAND MEDICAL TECHNOLOGIES LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 29TH DAY OF SEPTEMBER 2023 AT 05.00 P.M. (IST) AT SHORTER NOTICE, THROUGH VIDEO CONFERENCE

ORDINARY BUSINESSES:

1. To receive, consider and adopt Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, and the reports of the board of directors and auditors thereon

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

Adoption of Standalone Financial Statements

"RESOLVED THAT the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with Report of the Board of Directors and Auditors thereon put before the members be and are hereby considered and adopted."

Adoption of Consolidated Financial Statements

"RESOLVED THAT the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with Report of Auditors thereon put before the members be and are hereby considered and adopted."

2. To consider appointment of Mr. Dhirajlal Vallabhbhai Kotadia (DIN: 00013035) who retires by rotation and being eligible has offered himself for re-appointment

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 ("Act") read with applicable rules made thereunder and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof



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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for the time being in force, Mr. Dhirajlal Vallabhbhai Kotadia (DIN: 00013035) Non-Executive Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Non- Executive Director of the Company, liable to retire by rotation.”

3. To consider appointment of Mr. Jose Calle Gordo (DIN: 08568779) who retires by rotation and being eligible has offered himself for re-appointment

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 (“Act”) read with applicable rules made thereunder and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Jose Calle Gordo (DIN: 08568779) Non-Executive Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

4. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (FRN 117366W/W100018) as the Statutory Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139(2), 141, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (FRN 117366W/W100018) be and are hereby appointed as Statutory Auditors of the Company for a period of four consecutive years from the conclusion of 22nd Annual General Meeting (“AGM”) of the Company until the conclusion of 26th AGM to be held for financial year 2026-27 on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.”



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SPECIAL BUSINESSES:

5. Appointment of Ms. Sonalika Dhar (DIN: 10221436) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sonalika Dhar (DIN: 10221436) who was appointed as an Additional Independent Director by the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, with effect from June 30, 2023 in terms of Section 161(1) of the Act and Article of Association of the Company and holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from June 30, 2023.

RESOLVED FURTHER THAT any of the Director and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may considered expedient and necessary in this regard and to sign and certify the resolution for providing the same to various authorities as and when required.”

6. Appointment of Mr. Debasis Panigrahi (DIN: 08838872) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Debasis



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Panigrahi (DIN: 08838872) who was appointed as an Additional Independent Director by the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, with effect from September 22, 2023 in terms of Section 161(1) of the Act and Article of Association of the Company and holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from September 22, 2023.

RESOLVED FURTHER THAT any of the Director and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may considered expedient and necessary in this regard and to sign and certify the resolution for providing the same to various authorities as and when required.”

For **Sahajanand Medical Technologies Limited**

Deepshikha Singhal
Company Secretary



Address: Unit No. 402 & 412, A Wing, 4th Floor,
Kanakia Wall Street, Andheri Kurla Road, Chakala,
Andheri East, Mumbai – 400093

Date: September 22, 2023

Place: Mumbai

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NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide its circulars issued from time to time, has permitted holding of annual general meeting through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without physical presence of the Members at a common venue. Thus, in compliance with applicable provisions of the Companies Act, 2013 (“Act”), and the MCA circulars, this 22nd Annual General Meeting (“AGM” / “Meeting”) of the Company is being convened through VC/OAVM and notice to all the Members is being sent only through electronic mode by email at the email id registered with the Company. The deemed venue of the Meeting shall be Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. In terms of the provisions of section 152 of the Act, Mr. Dhirajlal Kotadia and Mr. Jose Calle Gordo, Directors of the Company, retire by rotation at the Meeting. Mr. Kotadia and Mr. Gordo are deemed to be interested in the Ordinary Resolutions set out at item Nos. 2 and 3, respectively, of the Notice with regard to their reappointment. Details of Directors retiring by rotation and seeking re-appointment are provided in the “Annexure” to this Notice.
4. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto.
5. Corporate Members are entitled to appoint authorised representatives to attend the Meeting through VC and participate thereat. Accordingly, such corporate Members are requested to send to the Company Secretary at email id deepshikha.singhal@smt.in, a certified true copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting at least 1 hour before commencement of the Meeting i.e. by 4.00 PM on September 29, 2023.
6. Attendance of Members through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.



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7. In case of joint holders attending the AGM, 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.
8. The Meeting is proposed to be held at shorter notice and therefore as per the provisions of section 101 of the Act and rules made thereunder, it requires the consent for shorter notice from members entitled to vote and who represent at least ninety-five (95) percent of paid-up share capital of the Company. Members are requested to provide their consent for shorter notice by sending the signed copy of the draft format attached herewith or through email confirmation.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, Register of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Act, Register of Members and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM by writing to the Company Secretary before the commencement of the Meeting at deepshikha.singhal@smt.in.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to deepshikha.singhal@smt.in.
10. The Members, whose names appear in the register of Members/ list of beneficial owners as on Friday, September 1, 2023, i.e. the cut-off date, shall be entitled to vote on the resolutions set forth in this Notice.
11. Members are requested to notify immediately of any change in their addresses to the Company at the registered office address of the Company.
12. In terms of the Articles of Association of the Company, all business to be transacted at the meetings of members of the Company shall be decided on a poll. Accordingly, facility of e-voting at the Meeting, through poll, will be provided at the Meeting. The Members/ representatives shall cast their vote on the resolutions, by filling in the details as required in the online polling forms and submitting their response.



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Polling process will be conducted in compliance with the applicable provisions of the Act and the aforesaid MCA Circulars and Members will be briefed on the detailed polling process at the Meeting.

13. Instructions for Members to attend the AGM through VC/OAVM:
- The Meeting shall be held by way of VC through Microsoft Teams application.
 - Members / Authorized Representatives are requested to join the Meeting through - [22nd AGM SMT](#)
 - Members are encouraged to join the Meeting through laptops for a better experience.
 - Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.
 - Please note that Participants connecting from Mobile Devices or Tablets or through laptops 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.
 - Members seeking any information with regard to any business to be dealt at the AGM are requested to send an email on deepshikha.singhal@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.
 - For any assistance (including with technology) before or during the Meeting, Members may contact the Company Secretary on +91 70145 29104.
 - 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.

For **Sahajanand Medical Technologies Limited**

Deepshikha Singhal
Company Secretary

Address: Unit No. 402 & 412, A Wing, 4th Floor,
Kanakia Wall Street, Andheri Kurla Road, Chakala,
Andheri East, Mumbai – 400093.



Date: September 22, 2023

Place: Mumbai

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The explanatory statement as required under section 102 of the Companies Act, 2013, setting out all material facts relating to Special Businesses mentioned in the accompanying Notice for convening 22nd Annual General Meeting of the Members of the Company, is as under:

ITEM NO. 5

The Board of Directors, by way of circular resolution no. 01/2023-24 dated June 23, 2023, passed on June 26, 2023, pursuant to the recommendation of Nomination and Remuneration Committee by way of circular resolution no. 01/ 2023-24 dated June 22, 2023, passed on June 23, 2023 and post evaluating the structure, size and composition (including diversity) of the Board and the skills, knowledge and experience of directors proposed to be appointed, had approved the appointment of Ms. Sonalika Dhar (DIN: 10221436) as an Additional Independent Director on the Board of the Company, to hold office upto the date of this Annual General Meeting ("AGM").

Ms. Dhar is also a member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

Notice in writing, proposing candidature of Ms. Dhar under section 160 of the Companies Act, 2013, has been received from a Member of the Company. Further, Ms. Dhar has provided her consent to act as a director in Form DIR-2 and an intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under section 164 of the Act. She has also provided a declaration to the effect that she meets the criteria of independence as provided under applicable provisions of the Act. Accordingly, in the opinion of the Board, Ms. Dhar fulfils the conditions specified in the Act and independent of the management.

Details of Ms. Dhar, as required under the applicable provisions of the Act and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India ("ICSI"), along with her brief profile, are provided in "Annexure" to the Notice.

A copy of the draft letter of appointment for independent director, setting out the terms and conditions of appointment, is available electronically for inspection by the Members upto the date of the AGM. Members seeking to inspect the same can send an email to deepshikha.singhal@smt.in.



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Having regard to the qualifications, vast experience and knowledge, the Board is of the view that the appointment of Ms. Dhar as an Independent Director will be beneficial to the functioning and future growth opportunities of the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice in relation to the appointment of Ms. Dhar as an Independent Director for a period of 5 years commencing from June 30, 2023, for approval of the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives, except Ms. Dhar, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

ITEM NO. 6

The Board of Directors, at its Meeting held on September 22, 2023, pursuant to the recommendation of Nomination and Remuneration Committee and post evaluating the structure, size and composition (including diversity) of the Board and the skills, knowledge and experience of directors proposed to be appointed, had approved the appointment of Mr. Debasis Panigrahi (DIN: 08838872) as an Additional Independent Director on the Board of the Company, to hold office upto the date of this Annual General Meeting ("AGM").

Mr. Panigrahi is a Member of Audit Committee and Nomination and Remuneration Committee of the Company.

Notice in writing, proposing candidature of Mr. Panigrahi under section 160 of the Companies Act, 2013 ("Act") has been received from a Member of the Company. Further, Mr. Panigrahi has provided his consent to act as a director in Form DIR-2 and an intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164 of the Act. He has also provided a declaration to the effect that he meets the criteria of independence as provided under applicable provisions of the Act. Accordingly, in the opinion of the Board, Mr. Panigrahi fulfils the conditions specified in the Act and independent of the management.

Details of Mr. Panigrahi, as required under the applicable provisions of the Act and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India ("ICSI"), along with his brief profile, are provided in the "Annexure" to the Notice.



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A copy of the draft letter of appointment for independent director, setting out the terms and conditions of appointment, is available electronically for inspection by the Members upto the date of the AGM. Members seeking to inspect the same can send an email to deepshikha.singhal@smt.in.

Having regard to the qualifications, vast experience and knowledge, the Board is of the view that the appointment of Mr. Panigrahi as an Independent Director will be beneficial to the functioning and future growth opportunities of the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 6 of the accompanying Notice in relation to the appointment of Mr. Panigrahi as an Independent Director for a period of 5 years commencing from September 22, 2023, for approval of the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives, except Mr. Panigrahi, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

For **Sahajanand Medical Technologies Limited**

Deepshikha Singhal
Company Secretary



Address: Unit No. 402 & 412, A Wing, 4th Floor,
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Andheri East, Mumbai – 400093

Date: September 22, 2023

Place: Mumbai

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Annexure
DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT IN THE 22ND ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NOS. 2, 3, 5 AND 6 IN TERMS OF APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD 2 ON GENERAL MEETINGS

Name of the Director	Mr. Dhirajlal Kotadia	Mr. Jose Calle Gordo	Ms. Sonalika Dhar	Mr. Debasis Panigrahi
DIN	00013035	08568779	10221436	08838872
Date of Birth/ Age	01/01/1958	26/08/1961	13/08/1980	20/04/1974
Date of first appointment	25/03/2004	20/09/2019	30/06/2023	22/09/2023
Qualifications	Diploma in electronics and sound engineering (with in-plant training) from the Technical Examination Board, Gujarat.	Master's degree in science from University of Politecnica de Madrid, Spain	- Bachelor's degree in commerce; - Master's degree in finance from Welingkar Institute of Management	- Alumnus of Xavier Institute of Management, Bhubaneswar - Fellow member of Institute of Company Secretaries of India - Law Graduate
Profile, experience, and expertise in specific functional areas	Dhirajlal Kotadia is the Chairman of the Company. He holds a diploma in electronics and sound engineering (with in-plant training) from the	Mr. Gordo is a global medical device executive with over 31 years of business experience. Currently, he is an	Sonalika is an investment banker for over 18 years, working closely with companies on their strategy and investment / fund raising / public	Debasis has been an Investment Banker with more than two decades of professional experience. He is currently the founder



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Name of the Director	Mr. Dhirajlal Kotadia	Mr. Jose Calle Gordo	Ms. Sonalika Dhar	Mr. Debasis Panigrahi
	<p>Technical Examination Board, Gujarat. He is also the founder-chairman of Sahajanand Technologies Private Limited.</p>	<p>Operating Partner at Valiance Asset Management, a venture growth investment firm in London.</p> <p>Previously he held leadership roles at Abbott Vascular and Guidant Europe SA in the fields of coronary intervention, structural heart, peripheral vascular and cardiac rhythm management.</p> <p>He started his career at Eli Lilly where he had several commercial roles with growing responsibility in the field of cardiac devices.</p>	<p>market plans etc.</p> <p>Currently, she is working with UPL Ltd. in a corporate role, where she has helped subsidiarize and raise capital across two business and involved in board discussions.</p>	<p>and managing partner of Mridayaa Ventures LLP, a boutique investment banking advisory platform and advises companies on business strategies, fund raising, public listings, merger and acquisitions etc.</p> <p>Prior to Mridayaa, he was Executive Director- Investment Banking at Nomura in India. In past, he also has been associated with ICICI Securities and SBI Capital Markets as part of their investment banking team</p>
Terms and Conditions of	Proposed to be appointed as Non-Executive Directors,			
	Proposed to be appointed as Independent Directors			



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Name of the Director	Mr. Dhirajlal Kotadia	Mr. Jose Calle Gordo	Ms. Sonalika Dhar	Mr. Debasis Panigrahi
re-appointment	liable to retire by rotation.		for a consecutive period of 5 years.	
Details of remuneration last drawn (FY – 2022- 23)	NIL	No remuneration was paid and proposed to be paid as a Director.	Not Applicable	
Details of remuneration sought to be paid			Sitting Fees for attending the Board and Committee meetings.	
Directorship in other Companies (excluding foreign Companies)	Sahajanand Life Sciences Private Limited Sahajanand Technologies Private Limited Suayu Health Resorts Private Limited	NIL	NIL	NIL
Membership/Chairpersonship of Committees in the other Companies (excluding foreign Companies)	NIL	NIL	NIL	NIL
No. of Board Meetings attended during FY 2022-23	7 out of 11	10 out of 11	Not Applicable	Not Applicable
Inter-se relationship with other Directors and Key Managerial Personnel	Father of Mr. Bhargav Kotadia, Managing Director of the Company	Not Applicable	Not Applicable	Not Applicable





Name of the Director	Mr. Dhirajlal Kotadia	Mr. Jose Calle Gordo	Ms. Sonalika Dhar	Mr. Debasis Panigrahi
No. of Shares held:	NIL	NIL	NIL	NIL
• Own	NIL	NIL	NIL	NIL
• For other persons on a beneficial basis				

For Sahajanand Medical Technologies Limited

Deepshikha Singhal
Company Secretary

Address: Unit No. 402 & 412, A Wing, 4th Floor,
Kanakia Wall Street, Andheri Kurla Road, Chakala,
Andheri East, Mumbai – 400093



Date: September 22, 2023

Place: Mumbai