



NOTICE

NOTICE IS HEREBY GIVEN THAT THE (01/2024-25) EXTRA-ORDINARY GENERAL MEETING OF SAHAJANAND MEDICAL TECHNOLOGIES LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, MARCH 28, 2025, AT 3:00 P.M.(IST) THROUGH VIDEO CONFERENCE (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) AT SHORTER NOTICE

SPECIAL BUSINESSES:

1. APPROVAL FOR CONTRIBUTION BY WAY OF DONATION TO CHARITABLE INSTITUTION

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 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 to contribute or donate or otherwise provide financial assistance from time to time to Citadel Health Foundation (CIN:U86900WB2024NPL273946), having its registered office at 17, ballygunge Park Road, Circus Avenue, Ballygunge, Kolkata, West Bengal - 700019 for charitable purposes, upto an amount not exceeding Rs. 1500 lakhs (Rupees Fifteen Hundred Lakhs only) even if the aggregate of the said sum in any financial year exceeds five per cent of its average net profits for the three immediately preceding financial years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and to authorise any of the Directors and/ or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in this regard."

2. TO APPROVE AMENDMENTS IN SMT EMPLOYEE STOK OPTION PLAN, 2021

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



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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“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act 2013 (“the Act”), read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”) to the extent applicable particularly upon listing, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the proposed amendments in the ‘SMT Employee Stock Option Plan, 2021’ (“ESOP 2021 Plan”) by deleting clause 14 (Right of First Refusal) and modifying clause 17 (Transfer of Options / Shares).

RESOLVED FURTHER THAT Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers conferred by this resolution and under the applicable laws) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the proposed amendments in the ESOP 2021 Plan and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company is authorised to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary action.”

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: March 26, 2025

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 Extra Ordinary General Meeting ("EGM / Meeting") through video conferencing (VC) or other audio-visual means (OAVM), without the 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 (01/2024-25) EGM 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 EGM 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 EGM 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 EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.
3. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Businesses to be transacted at the EGM is annexed hereto.
4. 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 2.00 PM on March 28, 2025.
5. Attendance of Members through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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.





7. All the relevant documents referred to in the Notice will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to deepshikha.singhal@smt.in.
8. The Members whose names appear in the register of Members/ list of beneficial owners as on Friday, March 21, 2025, i.e. the cut-off date, shall be entitled to vote on the resolutions set forth in this Notice.
9. Members are requested to notify immediately of any change in their addresses to the Company at the registered office address of the Company.
10. 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.

The 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.

11. 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 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 as **Annexure** through email confirmation.
12. Instructions for Members to attend the EGM through VC/OAVM:
 - a. Meeting shall be held by VC through Microsoft Teams application.
 - b. Members / Authorized Representatives are requested to join the Meeting through [\(01/2024-25\)EGM](#)
 - c. Members are encouraged to join the Meeting through laptops for a better experience.
 - d. Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the Meeting.

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- e. 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.
- f. Members seeking any information with regard to any business to be dealt at the EGM 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.
- g. For any assistance (including with technology) before or during the Meeting, Members may contact the Company Secretary on +91 70145 29104.
- h. 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: March 26, 2025

Place: Mumbai

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EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 1:

Pursuant to applicable provisions of section 181 of the Companies Act, 2013 ("Act") read with applicable rules made thereunder, 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.

Your Company would like to donate medical machines / equipments of Rs.1500 lakhs (Rupees Fifteen Hundred Lakhs only) to Citadel Health Foundation (CIN: U86900WB2024NPL273946), having its registered office at 17, ballygunge Park Road, Circus Avenue, Ballygunge, Kolkata, West Bengal, 700019 for charitable purposes.

Considering the proposed charitable contribution is more than 5% of average net profit of the preceding three financial years, approval of the Members of the Company at their ensuing general meeting is required in addition to approval of the Board of Directors in terms of the provisions of section 181 of the Act.

Based on the approval and recommendation of Board vide Circular Resolution No. (14/2024-25) dated March 25, 2025, passed on March 26, 2025, approval of Members is sought to authorise the Company to make charitable contributions for an amount not exceeding Rs. 1500 lakhs to Citadel Health Foundation.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice, for approval of the Members of the Company.

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.

Item No. 2:

The Member of the Company at their (04/2021-22) Extra-Ordinary General Meeting ("EOGM") held on April 26, 2021 approved SMT Employee Stock Option Plan 2021 ("ESOP Plan 2021") authorizing Board of Directors of the Company to create, offer, issue and grant 42,00,000 employee stock options, in one or more tranches, from time to time, to or for the benefit of such

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person(s) who are in permanent employment of the Company and/ or of its subsidiary company(ies), in or outside India, including any director, whether whole time or not (other than promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), subject to their eligibility as may be determined under ESOP Plan 2021.

Further, ESOP Plan 2021 was amended by the members of the Company as per details provided herein below:

Amendments	Shareholders' Meeting	Amendment in ESOP Plan 2021
1st	EOGM held on September 21, 2021	To align the ESOP Plan as per the provisions of SEBI (Share based Employee Benefits and Sweat Equity) Regulations, 2021.
2nd	EOGM held on December 22, 2021	amendment in Clause 7 (Vesting Schedule) with consequential amendments in other Clauses (namely, Clause 1.3, definition of "Event" in Schedule 1, and vesting terms in Schedule 4) of the SMT ESOP Plan 2021.

To provide for free transfer of shares by option grantee to third party ("Intended Transferee") without giving right of buy to existing shareholders of the Company, the ESOP Plan 2021 needs to be amended by deleting clause 14 (Right of First Refusal) and modifying clause 17 (Transfer of Options / Shares). However, the said transfer shall remain subject to approval of the Board of the Company. Below are the details of proposed amendments:

Clause	Proposed Amendment in ESOP Plan 2021
14 (Right of First Refusal)	Deleted clause 14 completely
17 (Transfer of Options / Shares)	Sub clauses relating to Board approval in relation to transfer of shares by Option Grantee shifted from clause 14 to clause 17

Proposed amendments will bring efficiency and reduce time for processing transfer of shares issued pursuant to ESOP Plan 2021.

Further, the proposed amendments are not detrimental to the interest of the existing grantees and that the existing grantees shall be the beneficiary of such amendment and as such, the proposed amendment is allowed under Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 7 of the SEBI SBEB & SE Regulations.

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Based on the approval and recommendation of Nomination and Remuneration Committee vide Circular Resolution No. (06/2024-25) dated and passed on March 24, 2025 and based on the approval of Board of Directors of the Company vide Circular Resolution No. (13/2024- 25) dated March 25, 2025, passed on March 26, 2025, approval of the members of the Company is now being sought for proposed amendment in the ESOP Plan 2021.

A draft copy of the ESOP Plan 2021 with proposed amendment is available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice, for approval of the Members of the Company.

None of the Promoters/ Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item no. 2 of this Notice.

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: March 26, 2025

Place: Mumbai

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Annexure

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 (01/2024-25) Extra Ordinary General Meeting (EGM) of the Company at shorter notice

I, _____, Member 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 Extra Ordinary General Meeting (EGM) of the members of the Company on **Friday, 28th March, 2025 at 3:00 p.m.** through Video Conference (VC) / Other Audio-Visual Means (OAVM), at shorter notice, in order to transact the items specified in the Notice.

Yours faithfully,

(Name and Signature of Member)

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