

POSTAL BALLOT NOTICE**Pursuant to Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014**

Dear Shareholder(s) / Member(s),

Notice is hereby given to the shareholders of SAKAR HEALTHCARE LIMITED (the "Company") that the resolution appended below are proposed to be passed by the Shareholders through Postal Ballot ("Postal Ballot") by way of remote e-voting ("e-voting/remote e-voting"), in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the said Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules") and other applicable laws and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs & Securities and Exchange Board of India in this regard.

1. Appointment of Ms. Vishalakshi Chandramouli (DIN: 03594109) as a Non Executive Non Independent Director 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 Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory amendments thereto or re-enactment thereof for the time being in force), articles of association of the Company and based on the recommendation of Nomination and Remuneration Committee, the consent of the members of Company be and is hereby accorded for the appointment of Ms. Vishalakshi Chandramouli (DIN: 03594109) as a Non-Executive Non Independent Director of the Company w.e.f. 1st September, 2023, on such terms and conditions as the Board of Directors may deem fit."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board,
For Sakar Healthcare Limited

Date: 23rd September, 2023
Place: Ahmedabad

Bharat Soni
Company Secretary & Compliance Officer

NOTES:

1. In terms of the Ministry of Corporate Affairs, Government of India (the "MCA") General Circular No.14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (the "MCA Circulars"), the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in accordance with the MCA Circulars.
2. Hence, in accordance with the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the Resolution(s) is annexed herewith.

4. Brief profile and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment, are also annexed to the Notice.
5. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will be available for inspection electronically as well, during the abovementioned period. Members seeking to inspect such documents shall send an email to cs@sakarhealthcare.com mentioning their Name, Folio No./DP Id and Client ID and PAN.
6. The Notice will be sent only through electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Saturday, September 30, 2023 and who have registered their email addresses with the Company/RTA or Depository/Depository Participant, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date and any person who is not a member as on that date should treat this Notice for information purposes only.
7. The Notice of Postal Ballot is also placed on the website of the Company i.e. www.sakarhealthcare.com and the website of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com and at the relevant sections of the website of National Stock Exchange of India Limited ("NSE"), the stock exchange on which the shares of the Company are listed i.e. www.nseindia.com.
8. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
9. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice dated September 23, 2023 is being taken through remote E-voting only. Please note that pursuant to the MCA Circular voting by members can only be through e-voting.
10. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.
11. The voting period begins on Monday, October 9, 2023 from 9:00 A.M. (IST) and ends on Tuesday, November 7, 2023 on 5:00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, September 30, 2023 may cast their vote electronically.
12. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
13. The Board of Directors have appointed Mr. Kashyap R. Mehta (Certificate of Practice no. 2052) Proprietor, Kashyap R. Mehta & Associates, Company Secretaries, as the Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated their willingness to be appointed for the said purpose.
14. The Scrutiniser will, after the conclusion of remote e-voting, scrutinise the votes cast through remote evoting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/E-voting at the Registered Office of the Company within two working days from the conclusion of remote e-voting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company (www.sakarhealthcare.com) and the website of CDSL (www.evotingindia.com) immediately after the declaration of result by the Chairman and in his absence, any Director/officer of the Company authorised by the Chairman and the same will also be communicated to the National Stock Exchange of India Limited.

15. The Scrutinizer’s decision on the validity of a E-voting will be final.
16. The Resolution as mentioned in the Notice shall be deemed to have been passed on November 7, 2023, being the last date for e-voting. The Company will also display the results of the Postal Ballot at its registered office.
17. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.
18. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING

The remote e-voting period begins on **Monday, October 9, 2023 from 9:00 A.M (IST) and ends on Tuesday, November 7, 2023 on 5:00 P.M. (IST)**. During this period, the Members, whose names appear in the Register of Members /Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 30, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, September 30, 2023.

The instructions for Members for remote E-voting are as given below: -

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 correctly 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"> 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. 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

	<p>“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 held 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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 cycle period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 022-4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

(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 CDSL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evotingindia.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 “Members / Shareholders” tab.
3. A new screen will open. You will have to enter your User ID
For CDSL: 16 digits beneficiary ID
For NSDL: 8 Character DP ID followed by 8 Digits Client ID
4. Thereafter please enter the Image Verification as displayed and Click on Login.
5. If you are holding Shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
6. If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form:	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both members holding Shares in demat as well as physical form). Members who have not updated their PAN with the Company / Registrar / DPs are requested to use the sequence number mentioned on address slip / email pertaining to the notice of this Postal Ballot.
Dividend Bank Details OR DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank Details field as mentioned in instruction (iv) above.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding Shares in physical form will then reach directly to the Company selection screen. However, members holding Shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to Share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding Shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN (Electronic Voting Sequence Number) of Sakar Healthcare Limited to vote.

11. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution(s).
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote subsequently.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If a Demat account holder has forgotten the Login Password then enter the user id and the image verification code and click on forget password and enter the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your Mobile.

Note for Non-Individual Shareholders and Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

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@sakarhealthcare.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.**

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

ITEM NO. 1

Appointment of Ms. Vishalakshi Chandramouli (DIN: 03594109) as a Non-Executive Non Independent Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Vishalakshi Chandramouli as the Non Executive Non Independent Director on the Board of the Company with effect from 1st September, 2023, subject to the approval of the shareholders of the Company.

The Company has received a Notice in writing from a Member of the Company under Section 160 (1) of the Companies Act, 2013 proposing the candidature of Ms. Vishalakshi Chandramouli for the office of Director of the Company.

The Company has received the necessary disclosures and declarations from Ms. Vishalakshi Chandramouli including the declaration that she is not debarred from holding the office of director pursuant to any SEBI Order or any other such authority. Ms. Vishalakshi Chandramouli holds necessary qualification, experience and expertise as per the Nomination and Remuneration Policy of the Company.

Additional information in respect of Ms. Vishalakshi Chandramouli, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Pursuant to the provisions of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Your Directors recommend the resolution set out at Item no. 1 for approval of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives except Ms. Vishalakshi Chandramouli and her relatives are concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board,
For Sakar Healthcare Limited

Bharat Soni
Company Secretary & Compliance Officer

Date: 23rd September, 2023
Place: Ahmedabad

ANNEXURE – A
BRIEF PARTICULARS/PROFILE OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 26(4) & 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:

Name of Directors	Ms. Vishalakshi Chandramouli (DIN: 03594109)
Age (in years)	54
Date of Birth	10-02-1969
Date of first Appointment on the Board	1 st September, 2023
Qualifications	MBA (MU), AMP, Harvard Business School Chemical Technologist (ICT, Mumbai)
Brief Resume	Ms. Vishalakshi Chandramouli has Pharmaceutical background. She has over 30 years of experience across Pharmaceutical R&D operations. She is also a part of the Leadership Team and governance committee of the Healthcare Industry body, NATHEALTH.
Expertise in specific functional areas and experience	
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As stated in this Notice pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Remuneration last drawn	Nil
Shareholding in the Company	Nil
Relationship with Directors, Manager and KMP of the Company	Nil
Number of Meetings of the Board attended during the year i.e. FY2023-24 (till the date of the Notice)	Nil
List of other Companies in which Directorships held	1. Brinton Pharmaceuticals Limited 2. Brinton Healthcare Limited
List of Private Limited Companies in which Directorships held	1. Deeptek Medical Services Private Limited 2. Lokmanya Hospitals Private Limited 3. Linux Laboratories Private Limited 4. Anderson Diagnostic Services Private Limited 5. Deeptek Medical Imaging Private Limited
Chairman/Member of the Committees of Directors of other Companies	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per the Nomination and Remuneration Policy following are the skills/expertise/competencies required in the context of the Company's business: <ul style="list-style-type: none"> • Industry Knowledge/Experience, • Technical Skills/Experience, • Governance Competencies. Ms. Vishalakshi Chandramouli fulfills the above mentioned skills/expertise/ competencies required in the context of the Company's business. For details, please refer to the Brief Resume, Expertise in specific functional areas and experience, etc., as mentioned above.
Justification for choosing the appointee for appointment as Independent Directors	N.A.
Listed entities from which the person has resigned in the past three years	Nil

By order of the Board,
For Sakar Healthcare Limited

Bharat Soni
Company Secretary & Compliance Officer

Date: 23rd September, 2023
Place: Ahmedabad