

POSTAL BALLOT NOTICE

To
The Members
Shilpa Medicare Ltd

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ('Act') and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circulars issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time}, an **Ordinary Resolution** for Special Business appended below are proposed to be passed by the Members of the Company by way of Postal Ballot only through voting by electronic means ('remote e-voting').

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached for your consideration. The Board has appointed Mr. Santosh Kumar Gunemoni, Practicing Company Secretary, VCAN & Associates, (ACS No: A60103) ("the Scrutinizer") for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 PM (IST) on 08-11-2025.

The Scrutinizer will submit his report to the Chairperson of the Company (the Chairperson') or to any other person authorized by the Chairperson after the completion of scrutiny of Postal Ballots. The result of the Postal Ballot shall be declared on or before 10-11-2025 and communicated to the Stock Exchanges, Registrar and Share Transfer Agents and shall also be displayed on the website of the Company i.e. www.vbshilpa.com.

SPECIAL BUSINESS**PROPOSED RESOLUTION:**

- 1. RECLASSIFICATION OF MR. SURAJ KUMAR INANI, A MEMBER OF PROMOTER GROUP, FROM "PROMOTER GROUP" CATEGORY TO "PUBLIC" CATEGORY**

*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 Regulation 31A of SEBI (LODR) Regulations, 2015 and subject to approval of other statutory authorities, as may be required from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) and No-Objection Certificate (NOC) received from Bombay Stock Exchange (BSE) and National Stock exchange (NSE) the ("designated stock exchanges") dated 26th September, 2025, consent of the members be and is hereby accorded to reclassify Mr. Suraj Kumar Inani S/o Mr. Kamal Kishore Inani, R/o Flat No 902, 9th floor, Block B, Tower 2, NCC Urban Gardenia, VTC ; Gachibowli; Sub District : Serilingampally, Dist. K. V Rangareddy, Telangana – 500 032, holding 78,41,390 no of equity shares (4.01% of the total shareholding of the Company) from "Promoter Group" category to "Public" category.

RESOLVED FURTHER THAT Mr. Suraj Kumar Inani has confirmed that all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter Group" to "Public".

FURTHER RESOLVED THAT Mr. Vishnukant C Bhutada – Managing Director, Mr. Alpesh Dalal – Chief Financial Officer or Ms. Ritu Tiwary – Company Secretary be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution".

2. RECLASSIFICATION OF MS. PRIYA INANI, A MEMBER OF PROMOTER GROUP, FROM "PROMOTER GROUP" CATEGORY TO "PUBLIC" CATEGORY

*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 Regulation 31A of SEBI (LODR) Regulations, 2015 and subject to approval of other statutory authorities, as may be required from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force) and No-Objection Certificate (NOC) received from Bombay Stock Exchange (BSE) and National Stock exchange (NSE) the ("designated stock exchanges") dated 26th September, 2025, consent of the members be and is hereby accorded to reclassify Ms. Priya Inani W/o Mr. Suraj Kumar Inani R/o Flat No 902, 9th floor, Block B, Tower 2, NCC Urban Gardenia, VTC ; Gachibowli; Sub District : Serilingampally, Dist. K. V Rangareddy, Telangana – 500 032, holding 1,61,392 no of equity shares (0.08% of the total shareholding of the Company) from "Promoter Group" category to "Public" category.

Shilpa Medicare Limited

Corporate & Admin Office:

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Email: info@vbshilpa.com, Web: www.vbshilpa.com

CIN: L85110KA1987PLC008739

RESOLVED FURTHER THAT Ms. Priya Inani has confirmed that all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter Group" to "Public."

FURTHER RESOLVED THAT Mr. Vishnukant C Bhutada – Managing Director, Mr. Alpesh Dalal – Chief Financial Officer or Ms. Ritu Tiwary – Company Secretary be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolution".

**By Order of the Board of Directors
For Shilpa Medicare Limited**

**Sd/-
Ritu Tiwary
Company Secretary**

**Date 07 October, 2025
Place: Raichur**

EXPLANATORY STATEMENT IN ACCORDANCE WITH SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.1

Regulation 31A of the SEBI (LODR) Regulations, 2015 along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group from 'Promoter/ Promoter group' to 'Public' of the Company subject to fulfilment of conditions as provided therein.

In this regard, Company received request letter dt. 17th July, 2025 from Mr. Suraj Kumar Inani S/o Mr. Kamal Kishore Innani, holding 78,41,390 no of equity shares (post bonus issue) (4.01% of the total shareholding of the Company) pursuant, to Regulation 31A of SEBI (LODR), 2015 for reclassification from "Promoter Group" category to "Public" category. Based on the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mr. Suraj Kumar Inani seeking reclassification confirmed that:

- he does not hold more than ten per cent of the total Voting Rights in the Company;
- he does not exercise control over the affairs of the Company directly or indirectly;
- he does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- he does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- he does not act as a Key Managerial Person in the Company;
- he is not 'a wilful defaulter' as per the Reserve Bank of India guidelines;
- he is not a fugitive economic offender.

Further, Mr. Suraj has confirmed that subsequent to reclassification, he would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, he shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable.

Accordingly, on the basis of the rationale provided above and in accordance with the provisions of Regulation 31A of SEBI (LODR), the Board on the requests of outgoing Promoters for re-classification from the 'Promoter group' category to 'Public' category, in its meeting held on 13th August 2025, have accorded its consent for the said reclassification. An application for the same was also made to National Stock Exchange (NSE) & Bombay Stock Exchange (BSE) ('the designated stock exchanges') for their Non-Objection Letter ('NOC') as required under regulation 31A of SEBI (LODR) Regulations, 2015. Company received the said NOC from the designated stock exchanges on 26th September 2025.

Your Directors place the resolution as set out in Item No.1 of the notice for the approval of the members of the Company as an ordinary resolution.

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

In accordance with the requirements of Regulation 31A(3) (a) (iii) of SEBI LODR Regulations, 2015, the members of Promoter/ Promoter Group seeking re-classification as aforesaid and persons related to them shall not vote to approve such re-classification request

ITEM NO.2

Regulation 31A of the SEBI (LODR) Regulations, 2015 along with amendments thereto, has provided a regulatory mechanism for reclassification of person belonging to Promoter(s)/Promoter Group from 'Promoter/ Promoter group' to 'Public' of the Company subject to fulfilment of conditions as provided therein.

In this regard, Company received request letter dt. 17th July, 2025 from Ms. Priya Inani w/o Mr. Suraj Kumar Inani holding 1,61,392 no of equity shares (post bonus issue) (0.08% of the total shareholding of the Company) pursuant, to Regulation 31A of SEBI (LODR), 2015 for reclassification from "Promoter Group" category to "Public" category. Based on the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Ms. Priya Inani seeking reclassification confirmed that

- she does not hold more than ten per cent of the total Voting Rights in the Company;
- she does not exercise control over the affairs of the Company directly or indirectly;
- she does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- she does not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- she does not act as a Key Managerial Person in the Company;
- she is not 'a wilful defaulter' as per the Reserve Bank of India Guidelines;
- she is not a fugitive economic offender.

Further, Ms. Priya has confirmed that subsequent to reclassification, she would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, she shall automatically be reclassified as Promoter/ persons belonging to Promoter Group, as applicable .

Accordingly, on the basis of the rationale provided above and in accordance with the provisions of Regulation 31A of SEBI (LODR), the Board on the requests of outgoing Promoters for re-classification from the 'Promoter group' category to 'Public' category, in its meeting held on 13th August 2025, have accorded its consent for the said reclassification. An application for the same was also made to National Stock Exchange (NSE) & Bombay Stock Exchange (BSE) ('the designated stock exchanges') for their Non-Objection Letter ('NOC') as required under regulation 31A of SEBI (LODR) Regulations, 2015. Company received the said NOC from the designated stock exchanges on 26th September 2025.



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Your Directors place the resolution as set out in Item No.2 of the Notice for the approval of the members of the company as an ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

In accordance with the requirements of Regulation 31A(3) (a) (iii) of SEBI LODR Regulations, 2015, the members of Promoter/ Promoter Group seeking re-classification as aforesaid and persons related to them shall not vote to approve such re-classification request

**By order of the Board of Directors
For Shilpa Medicare Limited**

**Sd/-
Ritu Tiwary
Company Secretary
Date: 07-10-2025
Place: Raichur**



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Notes:

Step 1: Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

Step 2: Access to KFintech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

Step 1:

Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users: - Visit the e-services website of NSDL https://eservices.nsdl.com - On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. - A new page will open. Enter the existing user id and password for accessing IDeAS. - After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. - Click on company name, i.e. 'Shilpa Medicare Limited, or e-voting service provider, i.e. KFintech. - Members will be re-directed to KFintech's website for casting their vote during the remote e-voting period. B. Instructions for those Members who are not registered under IDeAS: - Visit https://eservices.nsdl.com for registering - Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-voting website of NSDL https://www.evoting.nsdl.com/ - 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. - Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. - After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.



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	vii. Click on company name, i.e. Shilpa Medicare Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period. c. NSDL Mobile App i. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.
Individual members holding securities in demat mode with CDSL	1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility: i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Shilpa Medicare Limited' or select KFintech. Members will be re-directed to the e-voting page of KFintech to cast their vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	A. Instructions for login through Demat Account / website of Depository Participant i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.



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	iv. Click on options available against Shilpa Medicare Limited or KFintech. v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.
Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.	
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 022- 48867000	
Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259	

Step 2:

Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s) Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process: - Launch internet browser by typing the URL: https://evoting.kfintech.com/ - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote. - After entering these details appropriately, click on "LOGIN". - Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc., on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their



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	password with any other person and that they take utmost care to keep their password confidential. v) Members would need to login again with the new credentials. vi) On successful login, the system will prompt the member to select the "EVEN", viz., 'Shilpa Medicare Limited', and click on "Submit". vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head. viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix) Members may then cast their vote by selecting an appropriate option and click on "Submit". x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to info@vcancs.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".
Members whose email IDs are not registered with the Company/ Depository Participant(s)	B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced: i) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com.
Procedure for Registration of email and Mobile: securities in physical mode	Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the



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	supporting documents. ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes. a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or b) Through hard copies which are self-attested, which can be shared on the address below; or <table border="1"> <tr> <td>Name</td><td>KFIN Technologies Limited</td></tr> <tr> <td>Address</td><td>Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</td></tr> </table> c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx# Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.				

Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below: i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE>XXXX1234567890 ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password. iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFintech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting. iv) Members may call KFintech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.
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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 <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: einward.ris@kfintech.com; 1-800-309-4001 (toll free).