



Date: 21st May, 2024

General Manager- DCS
BSE Limited,
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai- 400001
Code: 531569

Sub: Notice of Postal Ballot of Sanjivani Paranteral Limited ('the Company')

Dear Sir/ Madam,

This is with reference to our letter dated 13th May, 2024, wherein it was informed that the Board of Directors of the Company seeking approval of the Member(s) of the Company through electronic voting (remote e-voting) in relation to following resolution.

Sr. No.	Description of Resolution	Type of Resolution
1	Appointment of Mr. Pritesh Jain as Chief Financial Officer of the Company	Ordinary Resolution
2	Regularize the Appointment of Mr. Abhay Shah as an Independent Director	Special Resolution
3	Change in Designation of Mr. Srivardhan Ashwani Khemka (DIN: 08942106), as an Executive Director.	Ordinary Resolution
4	To Increase the Borrowing Powers Under Section 180(1)(c) of the Companies Act, 2013 up to Rs. 200 Crores.	Special Resolution
5	Approval of Loans, Investments, Guarantee or Security Under Section 185 of Companies Act, 2013 up to an Aggregate Sum of Rs. 10 Crores.	Special Resolution
6	To Make Loan / Investment and Give Guarantee / Provide Security Under Section 186 of the Companies Act, 2013 up to Maximum Amount of Rs. 250 Crore.	Special Resolution
7	To Approve Increase in Remuneration of Mr. Ashwani Anamisharan Khemka, Managing Director of the Company.	Special Resolution

In this regard, please find enclosed the Notice of Postal Ballot ('Notice') together with the Explanatory Statement being sent to the members of the Company.

In compliance with the provisions of the General Circular No. 09/2023 dated September 25, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice is being sent only through electronic mode to all the members whose e-mail ids are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, 17th May, 2024 ('Cut-off date').



SANJIVANI PARANTERAL LIMITED

205, P. N. Kothari Industrial Estate, L.B.S. Marg, Bhandup (W), Mumbai - 400 078, Maharashtra

The Company has engaged the services of the Link Intime India Private Limited to provide a remote e-voting facility to its members. The remote e-voting period will commence on Wednesday, 22nd May, 2024 from 09.00 A.M. IST and ends on Thursday, 20th June, 2024 at 5.00 P.M. IST. The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter. The instructions for remote e-voting form part of the 'Notes' section in the enclosed Notice.

The results of the Postal Ballot will be announced on or before 05.00 P.M. IST on Saturday, 22nd June, 2024.

Kindly take the above on record.

Thanking You.

Yours Faithfully,

FOR SANJIVANI PARANTERAL LIMITED

ASHWANI ANAMISHARAN KHEMKA
MANAGING DIRECTOR
DIN: 00337118



SANJIVANI PARANTERAL LIMITED

205, P. N. Kothari Industrial Estate, L.B.S. Marg, Bhandup (W), Mumbai - 400 078, Maharashtra

POSTAL BALLOT NOTICE

The notice (“**Notice**”) is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Act and rules framed thereunder, read with General Circular 09/2023 dated September 25, 2023 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations, 2015**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, and any other applicable laws, rules and regulations including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the following special business is proposed to be passed by way of Special Resolution by the Members of Sanjivani Paranteral Limited (“**Company**”) by means of Postal Ballot only by remote e-voting process (“**remote e-voting**” or “**e-voting**”).

A statement pursuant to Section 102 of the Companies Act, 2013 (“**Explanatory Statement**”) read with Listing Regulations, 2015, setting out material facts relating to the following special business is annexed hereto and forms part of the Notice.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, 2015, the Company has engaged the services of Link Intime India Private Limited for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with Link Intime India Private Limited, Registrar and Share Transfer Agent (“**RTA**”) to enable the Members to register their e-mail address. Those Members who have not registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations. The procedure for remote e-voting is detailed in the notes to this Notice.

The Board of Directors has appointed M/s. HD & Associates, Company Secretaries, as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will prepare a report in accordance with the applicable laws and shall submit the same to Chairperson of the Company or any other person authorised by him. The results of the remote e-voting along with the scrutinizer’s report shall be declared and announced on or before 5:00 P.M. (IST) of Saturday, 22nd June, 2024, at the registered office of the Company and the same shall be communicated to the stock exchanges where the equity shares of the Company are listed viz. BSE Limited. Further, the results shall be displayed on the website of the Company viz. <https://www.sanjivani.co.in/>, and on the notice board at the registered office of the Company and also on the website of Link Intime India Private Limited <https://www.linkintime.co.in/>.

SPECIAL BUSINESS

1. APPOINTMENT OF MR. PRITESH JAIN AS CHIEF FINANCIAL OFFICER OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, Mr. Pritesh Jain (PAN-AHJPJ3173F) who was appointed by the Board of Directors as an Chief Financial Officer of the Company effective April 08th, 2024, pursuant to section 2(19) & Section 203 of the Companies Act, 2013, read with rule 8 of Companies (Appointment and Remuneration of Managerial Person) Rules 2014, Securities and Exchange Board of India (SEBI) Listing Obligations and Disclosure Requirements Regulations, 2015 and other applicable provisions of the Companies Act, 2013 including any statutory modification and re-enactment thereof for the time being in force be and is hereby appointed as a Chief Financial Officer of the Company for a tenure of 5 years on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with the power to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board).

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

2. REGULARISE THE APPOINTMENT OF MR. ABHAY SHAH AS AN INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in compliance with the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with the Rules framed thereunder, Schedule IV to the Act, , such other provisions as may be applicable r (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to approve the appointment of Mr. Abhay Shah (DIN: 10562812), who was appointed as an Additional Director (Category: Non-Executive & Independent) of the Company by the Board of Directors with effect from 08th April,2024 , be and is hereby appointed as an Independent Director of the Company for the term of 5 years, not liable to retire by rotation.to hold office for 5 (Five) consecutive years for a term up to the conclusion of Annual General Meeting of the Company to be held for financial year 2028-29;

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

3. CHANGE IN DESIGNATION OF MR. SRIVARDHAN ASHWANI KHEMKA (DIN: 08942106), AS AN EXECUTIVE DIRECTOR:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to provisions of section 152 and 160 and all other applicable provisions of the Companies Act, 2013 read with rules & regulations made there under and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to approval of Nomination and Remuneration Committee and Board of Directors of the Company the consent of the members be and is hereby accorded to redesignate Mr. Srivardhan Ashwani Khemka (DIN: 08942106) from his earlier designation Director (Designated as 'Non-Executive Director cum Non- Independent Director') to 'Executive Director' of the Company, liable to retire by rotation, with effect from April 08, 2024 and revision in remuneration as set out in the explanatory statement annexed to the Notice for Postal Ballot, with authority to the Board of Directors to alter and vary the terms and conditions of his appointment in such manner as may be agreed between the Board of Directors and Mr. Srivardhan Khemka.

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

4. TO INCREASE THE BORROWING POWERS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 UPTO RS. 200 CRORES:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made there under and provisions of Articles of Association of the Company, consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 200 Crores (Rupees Two Hundred Crores only) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT any Director be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

5. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013 UP TO AN AGGREGATE SUM OF RS. 10 CRORES:

To consider and, if thought fit, to pass the following Resolution(s) as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book

debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) up to an aggregate sum of Rupees 10 Crores (Rupees Ten Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

6. TO MAKE LOAN / INVESTMENT AND GIVE GUARANTEE / PROVIDE SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UP TO MAXIMUM AMOUNT OF RS 250 CRORE:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment with any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum amount of Rs 250 Crore (Rupees Two Hundred and Fifty Crore only) if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company’s existing loans or guarantee/ security or investments/ acquisitions are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.

7. TO APPROVE INCREASE IN REMUNERATION OF MR. ASHWANI ANAMISHARAN KHEMKA, MANAGING DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the recommendation and approval of Nomination and Remuneration committee, approval of the Board of Directors of the company and pursuant to the provisions of Section 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said act, and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Ashwani Khemka (DIN: 00337118), Chairman & Managing Director of the Company on the following terms & conditions With effect from 01st April, 2024.

I. REMUNERATION

- (a) Salary: Rs. 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per month.
- (b) Incentive/Commission: Equivalent to 5% of the Net Profits of the Company subject to maximum of six months' salary.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution.

Registered Office:
205 P-N Kothari Indl Estatel B S Marg
Bhandup (W), Mumbai- 400078

By order of the Board of Directors
For Sanjivani Paranteral Limited

Date: 21st May, 2024
Place: Mumbai

Pooja Vijay Gohil
Company Secretary
FCS – 12131

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolutions as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on 17th May, 2024 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut- Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering evoting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable evoting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@linkintime.co.in.

5. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on 17th May, 2024 being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-Off date, can cast their vote electronically.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to hardik@hdandassociates.com with a copy marked to enotices@linkintime.co.in

8. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
9. Postal Ballot (e-voting) period commences from 22nd May, 2024 and ends on 20th June, 2024. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
10. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be 20th June, 2024. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
11. This Notice shall also be available on the website of the Company at www.sanjivani.co.in/, websites of the stock exchanges where the equity shares of the Company are listed, i.e. BSE Limited and www.bseindia.com.
12. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process.

GENERAL INFORMATION AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 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 name i.e. LINKINTIME and you will be re-directed to “InstaVote” website 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 “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 use 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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, the 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 the 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, the 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.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
4. Click on the Event No. for the Company which is 240185 on which you choose to vote.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Registered Office:
205 P-N Kothari Indl Estatel B S Marg
Bhandup (W), Mumbai- 400078

By order of the Board of Directors
For Sanjivani Paranteral Limited

Date: 21st May, 2024
Place: Mumbai

Pooja Vijay Gohil
Company Secretary
FCS – 12131

Explanatory Statement

(Pursuant to Sections 102 of the Companies Act, 2013)

Item No.1 Appointment of Mr. Pritesh Jain as Chief Financial Officer Of The Company:

The appointment of Mr. Pritesh Jain has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. This appointment aligns with the provisions of the Companies Act, 2013, specifically section 2(19) & Section 203, along with rule 8 of Companies (Appointment and Remuneration of Managerial Person) Rules 2014, and other relevant provisions of the Companies Act, 2013.

Mr. Pritesh Jain's appointment as CFO became effective on April 08th, 2024, subject to approval of the Members of the Company. It is proposed to seek member's approval for the appointment and remuneration payable to Mr. Pritesh Jain as Chief Financial Officer, for a tenure of 5 years, in terms of said act, and the rules made thereunder.

Remuneration: Rs. 3,10,735/- (Rupees Three Lakhs Ten Thousand Seven Hundred and Thirty Five only) per month payable monthly. The annual increment will be decided by the Board of Directors of the Company.

The Board Recommends the Ordinary Resolution set out at Item No. 01 for the approval of Members.

Item no. 2. Regularise the appointment of Mr. Abhay Shah as an Independent Director :

The Board of Directors of the Company at their meeting held on April 08, 2024, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Abhay Shah (DIN: 10562812) as an Additional Director (Category: Non-Executive & Independent) of the Company. However, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

In terms of provisions of Sections 149, 152, Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations, the Board of Directors at their meeting held on November 14, 2022 further recommended appointment of Mr. Abhay Shah as an Independent Director, not liable to retire by rotation, to hold office for 5 (Five) consecutive years for a term up to the conclusion of Annual General Meeting of the Company for the financial year 2029.

The Company has received the consent and requisite declarations from Mr. Abhay Shah as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 {1(b)} of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

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

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Abhay Shah including his profile and specific areas of expertise are given in this Postal Ballot Notice as "Annexure 1".

Except Mr. Abhay Shah and his relatives, no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 3: Change in designation of appointment of Mr. Srivardhan Ashwani Khemka (DIN: 08942106), as a Director designated as an Executive Director:

The Board of Directors of the Company at their meeting held on April 08, 2024, on the recommendation of the Nomination and Remuneration Committee and conjunction with a view to realign the constitution of the Board of Directors in compliance with the Companies Act, 2013, as amended, approved to change the Designation of Mr. Srivardhan Ashwani Khemka (DIN: 08942106) from Non-Executive Non- Independent Director to Executive Director of the Company liable to retire by rotation.

Mr. Srivardhan Ashwani Khemka, aged 28, brings to the table a Bachelor's Degree in Management Studies with a specialization in Finance from Mumbai University. Having commenced his professional journey at M/s Sanjivani Paranteral Limited, he seamlessly transitioned to our company since 2022. With a commendable 7-year tenure, Mr. Srivardhan Khemka is renowned for his entrepreneurial acumen and proficiency. His adeptness in finance not only qualifies him for overseeing the company's financial activities but also positions him to play a pivotal role in shaping its future growth trajectory.

The resolution, proposing the appointment of Mr. Srivardhan Khemka as an Executive Director of the Company effective from April 08, 2024, subject to retirement by rotation, is initiated by the Board of Directors in accordance with Section 152 and 160 of the Companies Act, 2013, along with other relevant provisions and regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Srivardhan Khemka, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 (Annexure 2)

The Board endorses the proposal and recommends Item No. 3, comprising the resolution, for the Members' approval through the enactment of Ordinary Resolutions.

Item No. 4: To Increase the Borrowing Powers under section 180(1)(c) of the Companies Act, 2013 up to Rs. 200 Crores:

The Company is expediting its plan to scale up its capacity and coverage and hence it is considered necessary to increase the limits for borrowing of funds to Rs. 200 Crores.

As per the provisions of the Section 180(1)(c) Companies Act, 2013, the Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up capital and its free reserves. It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, as set out at Item No. 4 of the Notice, to enable the Board of Directors to borrow money up to Rs. 200 Crores.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 of the Notice.

Item No. 5: Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013 up to an aggregate sum of Rupees 10 Crores:

As per the provisions of the Section 185 of the Companies Act, 2013, the Board of Directors of the Company can give loan or give guarantee or provide any security to any Company and / or body corporate in which Director of our Company is Director and / or Member, subject to consent of the members.

The Company have flexibility to grant loans (s) including loan represented by way of Book Debt to, and/or provide guarantee(s), and/or provide security(ies) in connection with any Loan taken/to be taken by any entity which is a subsidiary or associate or joint venture or group entity of the Company or any person in which any director of the Company is deemed to be interested, up to a sum not exceeding Rs. 10 Crores [Rupees Ten Crore Only] at any point in time.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommends the Special resolution at Item No.5 of this Notice for your approval.

None of the Directors, the KMPs (as defined under the Act and rules framed thereunder) of the Company and their respective relatives (as defined under the Act and Rules framed thereunder) have any interest in this resolution at Item No.5 of this Notice except to the extent of the equity shares held by them in the Company and/or to the extent that the said Director(s) are common director(s) of such Entities and/or to the extent that the KMPs are holding shares in such Entities as a nominee and/or to the extent that the said Director(s), KMPs and their respective relatives are the directors, members of the companies that hold shares in such Entities.

Item No. 6: To make Loan / Investment and Give Guarantee / Provide Security under Section 186 of the Companies Act, 2013 up to maximum amount of Rs 250 Crore:

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

In this regard, the Board seeks the approval of the shareholders to make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of Rs. 250 Crore only. if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company's existing loans or guarantee/ security are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

The Board of Directors recommends the Special resolution at Item No.6 of this Notice for your approval.

None of the Directors, the KMPs (as defined under the Act and rules framed thereunder) of the Company and their respective relatives (as defined under the Act and Rules framed thereunder) have any interest in this resolution at Item No.6 of this Notice except to the extent of the equity shares held by them in the Company and/or to the extent that the said Director(s) are common director(s) of such Entities and/or to the extent that the KMPs are holding shares in such Entities as a nominee and/or to the extent that the said Director(s), KMPs and their respective relatives are the directors, members of the companies that hold shares in such Entities.

Item No. 7: To approve Increase in Remuneration of Mr. Ashwani Anamisharan Khemka, Managing Director of the Company:

In acknowledgment of Mr. Ashwani Anamisharan Khemka's invaluable contributions and the outstanding progress achieved under his exemplary leadership, the Nomination and Remuneration Committee has proposed a revision in his remuneration. This adjustment, slated to take effect from April 1st, 2024, is a testament to Mr. Ashwani Khemka's exceptional performance and the Company's unwavering commitment to recognizing and rewarding excellence. The Committee's recommendation Mr. Ashwani Khemka's pivotal role in driving the Company's success and reflects the Company's dedication to fostering a culture of appreciation and empowerment. Pending the shareholders' approval, this proposed revision not only serves as a recognition of Mr. Khemka's continued dedication but also reaffirms the Company's steadfast support for its exemplary leadership. None of the Directors or key managerial personnel, other than, Mr. Ashwani Anamisharan Khemka, is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.

Further, Section II Part II of Schedule V of the Act requires disclosure of certain information to be made in the explanatory statement of the Notice of Postal Ballot seeking approval of the Members for payment of remuneration by companies having no or inadequate profits. The said disclosures form part of this Postal Ballot Notice as "Annexure 2".

The proposed resolution is envisaged to pay remuneration in the event of inadequate / no profits. However, there will be no change in remuneration of Directors in absolute amount along with annual salary increments as stated in Annexure 2.

Accordingly, the Board recommends passing of the special resolution set out at item no. 7 of the Notice for your approval.

**Registered Office:
205 P-N Kothari Indl Estatel B S Marg
Bhandup (W), Mumbai- 400078**

**By order of the Board of Directors
For Sanjivani Paranteral Limited**

**Date: 21st May, 2024
Place: Mumbai**

**Pooja Vijay Gohil
Company Secretary
FCS – 12131**

ANNEXURE 1

ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT [PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ISSUED BY ICSI]

Brief Profile of Mr. Abhay Shah

Mr. Abhay Shah is a dynamic professional with a diverse educational background and four years of hands-on experience in the field. He holds a Bachelor's degree in Commerce (B.Com), further specializing in finance with a Master's degree in Commerce (M.Com). Additionally, Abhay has pursued legal studies, earning a degree in Law (LLB), and has successfully qualified as a Company Secretary.

His educational background equips him with a robust understanding of financial principles, legal frameworks, and corporate governance practices. Abhay's expertise lies in effectively managing corporate affairs, ensuring compliance with regulatory requirements, and providing strategic guidance to organizations.

Over the course of his career, Abhay has honed his skills in company secretarial practices, including handling regulatory filings, drafting legal documents, and facilitating board meetings. His legal qualifications enable him to navigate complex legal issues and provide sound advice on matters of corporate law and compliance.

With four years of professional experience in the field, Abhay has demonstrated his ability to adapt to diverse challenges and contribute effectively to organizational success. He is known for his attention to detail, analytical mindset, and proactive approach in addressing issues related to corporate governance and regulatory compliance.

Abhay Shah is a dedicated professional committed to upholding the highest standards of integrity and professionalism in his work. With his blend of academic qualifications, professional certifications, and practical experience, he is well-positioned to excel in roles that demand expertise in company secretarial practice, legal compliance, and corporate governance.

Other Details:

Name of the Director	Mr. Abhay Shah (DIN: 10562812)
Date of Birth & age	30 th November, 1995 (28 Years)
Date of Appointment	08 th April, 2024
Nature of his expertise in specific functional areas	As Mention in Brief Profile
Qualification	Company Secretary (CS), LLB, MCOM, BCOM
Relationship with other Directors, Managers and KMPs	NIL
Directorship held in other listed entities	NIL
Membership of Committees of the Board in other listed entities	NIL
Listed entities from which he has resigned in the past 3 (three) years	NIL
Number of meetings of the Board attended during the year	NA
Terms and conditions of Appointment or Re-appointment	Not liable to retire by rotation

Remuneration last drawn	NA
Remuneration sought to be paid	Entitled to sitting fees and remuneration for attending the meetings of the Board and / or respective Committee(s) where he is the Chairperson / Member, as the case may be, as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, from time to time
Shareholding in Sanjivani Paranteral Limited	NIL
Shareholding as a beneficial owner	NIL



ANNEXURE 2

INFORMATION PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

A. Disclosure in terms of Section 197 read with Schedule V to the Companies Act, 2013, and other applicable provisions and Rules thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the case may be:

I. General Information:

- Nature of industry:** Pharmaceutical Industry.
- Date or expected date of commencement of commercial production:** Existing Company. Date of Incorporation 05th October, 1994.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial and Operating performance based on given indicators:** The Financial and Operating performance of the Company during the 3 (three) preceding financial years is as under:

Particulars	Standalone		
	FY 2023-24	FY 2022-23	FY 2021-22
Total Revenue	54,92,77,000	36,04,50,684	30,85,59,174
Total Expense (excluding exception items)	47,35,62,000	31,10,07,108	25,97,73,442
Profit/ Loss After Tax	6,16,51,000	4,51,15,492	4,84,64,222
Dividend per share	-	-	-
Interim Dividend, if any	-	-	-
Final Dividend	-	-	-
Total dividend for FY	-	-	-
Operating Performance (Core Operating Margin)	11.13%	12.33%	15.59%

- Foreign investments or collaborations, if any: The Company is listed on the BSE Limited since 08, 1996. As on 31st March 2024 the Foreign Shareholding holding in the Company was at 0.56%.

6. Information about the Directors:

Name of Director	Background details, Recognition or awards, Job profile and his / her suitability	Past remuneration	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any
Mr. Ashwani Anamisharan Khemka	Mr. Ashwani Anamisharan Khemka, aged 53 years, has wide experience in the Manufacturing of pharmaceutical Medicines and also has experience of handling pharmaceutical company and will perform such duties as shall from time to time be entrusted to him by the Board of Directors subject to superintendence, guidance and control of the Board of Directors.	Rs 3,00,000 per Month.	Total Remuneration is Rs. 12,50,000 per Month.	The remuneration as proposed of Mr. Ashwani Anamisharan Khemka is comparable to that drawn by the peers in the similar capacity in the industry. Moreover, in his position as Managing Director & Chairman of the Company, Mr. Ashwani Anamisharan Khemka devotes his substantial time in overseeing The operations of the Company.	Mr. Ashwani Anamisharan Khemka has pecuniary relationship with the Company as far as it relates to her own remuneration. He is related to Mr. Srivardhan Ashwani Khemka (Director) as his Father. Further, He is the Promoter of the Company and holds 30,25,651 Equity shares constituting 25.90 % of the paid-up share capital of the Company as on the Quarter and year ended 31 st March, 2024.

Name of Director	Background details, Recognition or awards, Job profile and his / her suitability	Past remuneration	Remuneration proposed	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any
Mr. Srivardhan Ashwani Khemka		Nil (As Earlier Designation was Non executive Non Independent Director which Shall be change to Executive Director with effect from 08 th April, 2024)	Total Remuneration is Rs. 4,00,000 per Month.	Considering the significant expertise of the Directors in their respective areas And acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Mr. Srivardhan Ashwani Khemka has pecuniary relationship with the Company as far as it relates to her own remuneration. He is related to Mr. Ashwani Anamisharan Khemka (Managing Director) as his Son.

II. Other information:

(1) Reasons of loss or inadequate profits	Changes in regulations or government policies can impact businesses across various industries. Compliance costs, taxes, or restrictions on operations can increase expenses or limit revenue opportunities, affecting profitability.
(2) Steps taken or proposed to be taken for improvement.	The management is pursuing various strategic and operational measures that is expected to result in the improvement of profitability of the Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196, Section 197 and Schedule V of the Companies Act, 2013.





205, P. N. Kothari Industrial Estate,
L.B.S. Marg, Bhandup (W),
Mumbai - 400 078, Maharashtra