



SHUKRA

PHARMACEUTICALS LTD.

04th March, 2024

To,
General Manager (Listing)
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 524632

Dear Sir/Madam,

Sub: Submission of Notice of the Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

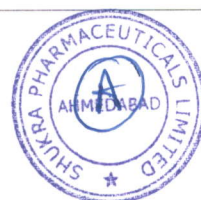
Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated February 29, 2024 which is sent to the members of the Company to seek approval by way of remote e-voting in respect of the special businesses as set out in the Postal Ballot Notice.

In accordance with the applicable circulars of Ministry of Corporate Affairs ("MCA Circulars") and provisions of the Listing Regulations, the aforesaid Notice is being sent only by email to all the members of the Company who have registered their email addresses with the Registrar and Transfer Agent or respective Depository Participants and whose names are recorded in the Register of Members / Beneficial Owners as on the Cut-off date i.e. Friday, March 01, 2024.

Further, in terms of Regulation 44 of the Listing Regulations, the Company is pleased to provide the Remote e-voting facility to its members holding shares in physical or dematerialised form, as on the cut-off date and has engaged the services of Central Depository Services (India) Limited ("CDSL"), for providing e-voting facility to its members.

Following are the calendar events of the Postal Ballot Notice:

S.N.	Particulars	Details
1	Cut-off date to record the entitlement of the shareholders to cast their vote electronically.	Friday, March 01, 2024
2	Date of completion of dispatch of notice of postal ballot to the shareholders of the Company through E-mail.	Monday, March 04, 2024
3	Date and time of commencement of voting through electronic means.	Tuesday, March 05, 2024 from 9.00 a.m. (IST)
4	Date and time of end of voting through electronic means.	Wednesday, April 03, 2024 at 5.00 p.m. (IST).
5	Date of declaration of result by the Chairman /Company Secretary on or before.	On or before Friday, April 05, 2024



CIN : L24231GJ1993PLC019079



SHUKRA

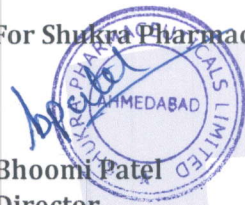
PHARMACEUTICALS LTD.

You are requested to please take the same on your record

Thanking you,

Yours faithfully

For Shukra Pharmaceuticals Limited



Bhoomi Patel
Director
DIN: 08316893

Encl.: a/a

CIN : L24231GJ1993PLC019079



POSTAL BALLOT
NOTICE
OF

SHUKRA
PHARMACEUTICALS LIMITED

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the members of **SHUKRA PHARMACEUTICALS LIMITED** (the "Company") that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**"), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, the Articles of Association of the Company 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), for seeking approval of the shareholders of the Company for the business set out hereunder through Postal Ballot ("**the Postal Ballot**") by way of remote e-voting ("**e-voting**") process.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the Company has provided E-voting facility, to its Members to enable them to cast their votes electronically and through ballot papers. The postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Rule 22(5) of the Rules, the Board has appointed **Mrs. Rupal Patel** (FCS-6275, CP No-3803), Practicing Company Secretaries, Ahmedabad, as '**Scrutinizer**' to scrutinize the Postal Ballot process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") for facilitating e-voting. The Company has made necessary arrangements with Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The members desiring to exercise their vote on the resolutions included in this notice of the Postal Ballot can vote through postal ballot or by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence on Tuesday, **March 05, 2024 at 09.00 A.M. (IST)** and end on Wednesday, **April 03, 2024 at 05.00 P.M. (IST)** (inclusive of both days). Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not

later than Wednesday, April 03, 2024 at 05.00 P.M. (IST). E-voting will be blocked by CDSL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit her report to the to the Chairman or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than two (2) working days or three (3) days, whichever is earlier from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The results of the Postal Ballot will be intimated to the BSE Limited, where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (www.shukrapharmaceuticals.com) as well as on CDSL's website- www.evotingindia.com and will be displayed on the notice board of the Company at its Registered Office. In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. Wednesday, April 03, 2024, in terms of SS-2.

RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:

*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 Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present share capital of Rs. 12,00,00,000/- (Rupees Twelve Crore only) consisting of 1,20,00,000 /- (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupee Ten only) each to Rs. 44,00,00,000/- (Rupees Forty-four Crore only) consisting of 4,40,00,000 (Four Crore Forty Lakh) Equity Shares of Rs.10/- (Rupee Ten only) each."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5.

"The Authorized Share Capital of the Company is Rs. 44,00,00,000/- (Rupees Forty-four Crore only) consisting of 4,40,00,000 (Four Crore Forty Lakh) Equity Shares of Rs.10/- (Rupee Ten only) each."

"RESOLVED FURTHER THAT pursuant to the provision of section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, any other applicable provisions, including any modification(s) there to or re-enactment(s) thereof for the time being in force, the consent of the members of the company be and is hereby accorded to substitute the existing Memorandum of Association of the company with a new set of Memorandum of Association (MOA) as per Table A of Schedule I of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company."

2. TO AMEND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT subject to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded to amend the Articles number 38(ii)(d) of Articles of Association of the Company, by inclusion / insertion of the of General Reserve and Reserve and surplus account in addition to securities premium account and a capital redemption reserve for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

RESOLVED FURTHER THAT The Articles of Association of the Company be and is hereby altered by substituting the existing article clause no.38(ii)(d) thereof by the following new article clause no. 38(ii)(d).

“A securities premium account, General Reserve and Reserve and surplus account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

3. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF SECURITIES PREMIUM ACCOUNT AND GENERAL RESERVE OF THE COMPANY:

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

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Articles of Association of the Company and subject to such approvals, consent, permissions, conditions and sanctions as may be necessary from appropriate Authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions and modifications by the Board of Directors and subject to such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for Board for capitalization of a sum not exceeding Rs. 32,84,09,580/- (Rupees Thirty-Two crore Eighty-Four Lakh Nine Thousand Five Hundred and eighty only) standing to the credit of the Securities Premium Account for the purpose of issue of bonus equity shares of Rs. 10/- each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- each of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on “Record Date” as may be determined by the Board, in the proportion of 3(Three) new fully paid-up equity share of Rs. 10/- each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.”

“RESOLVED FURTHER THAT

- i. the bonus issue of shares will be made in the ratio of 3:1 i.e. 3 (Three) fully paid-up Equity Shares for every 1 (One) Equity Shares held to the shareholders on such date (Record Date) as may be determined by the Board of Directors after approval of this resolution by shareholders through postal ballot;

- ii. the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;
- iii. the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;
- iv. Share certificate shall be issued to those to whom the Bonus Shares are allotted within the time prescribed in the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with regard to the shares held in dematerialized form, the bonus shares will be credited to the respective demat A/c of the holders;
- v. No member shall be entitled to a fraction of an Equity Shares as a result of implementation of this resolution & no certificate or coupon or cash shall be issued for fraction of equity shares & the bonus shall be rounded to lower integer;"

"RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorized to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchanges, SEBI, NSDL, CDSL, RTA or any other authority."

"RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if any."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

4. TO APPROVE THE REVISION IN REMUNERATION OF MR. DAKSHESH SHAH, CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY.

*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 Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, in continuation of special resolution passed by the members at their meeting held on 29th September, 2022, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors, the consent of the

Members of the Company be and is hereby accorded to increase in the remuneration payable to Mr. Dakshesh Shah, Chairman Cum Managing Director to Rs. 8,00,000/- (Rupees Eight Lakh Only) per month, whether paid as salary, allowances, perquisites, or bonus or a combination thereof and on the terms and conditions as per the Explanatory Statement attached to this Notice, with liberty to the Board of Directors (herein after referred to as the "Board", which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors) to add, alter and vary the terms and conditions of the said appointment/ remuneration and/or Agreement, remuneration within the maximum ceiling in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mr. Dakshesh Shah, Chairman Cum Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect to this resolution."

Date: 29/02/2024

Place: Ahmedabad

Registered Office:

3rd floor, Dev House, Opp. WIAA, Judges Bungalows

Road, Bodakdev, Ahmedabad, Gujarat, 380054

CIN: L24231GJ1993PLC019079

Email: info@shukrapharmaceuticals.com

Website: www.shukrapharmaceuticals.com

By the order of the Board
For Shukra Pharmaceuticals Ltd

Sd/-

Dakshesh Shah

Managing Director

DIN: 00561666

NOTES:

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.**
- In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting and through ballot paper.
- The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, March 01, 2024. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA").
- Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and through ballot paper and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
- The e-voting period shall commence on Tuesday, March 05, 2024 from 9.00 a.m. (IST) and shall end on Wednesday, April 03, 2024 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
- The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, March 01, 2024.
- Once the vote on the resolution is casted by the Members, the Members shall not be allowed to change it subsequently.
- The Board of Directors of the Company ("the Board"), has appointed **Mrs. Rupal Patel, Practicing Company Secretary** (COP.: 3803) as the Scrutinizer, for conducting the e-voting and physical postal ballot process in a fair and transparent manner.

10. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days or 3 days, whichever is earlier from the conclusion of e-voting and will also be displayed on the Company website www.shukrapharmaceuticals.com, on the website of CDSL www.evotingindia.com, and communicated to the stock exchange i.e. BSE Limited and RTA.
11. The resolutions, if passed, by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Wednesday, April 03, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to info@shukrapharmaceuticals.com in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
13. Members may send an email request to support@purvashare.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to support@purvashare.com or contact RTA at - 022 - 31998810 / 49614132.
14. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at support@purvashare.com Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Purva Sharegistry (India) Private Limited either by email to support@purvashare.com or by post to 9 Shiv Shakti Industrial Estate, JR Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai, Maharashtra, 400011.
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
	Update of signature of securities holder
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debentures) Rules, 2014
	Declaration to opt out
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee
	Form for requesting issue of duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form
	The forms for updating the above details are available at www.shukrapharmaceuticals.com
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

15. The Postal Ballot Notice and supporting documents are uploaded on the website of the Company, i.e. www.shukrapharmaceuticals.com and can also be accessed from the website of the BSE at www.bseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL, i.e., www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) The voting period begins on Tuesday, March 05, 2024 from 9.00 a.m. (IST) and shall end on Wednesday, April 03, 2024 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday March 01, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. 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 Provider
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

IMPORTANT NOTE: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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. CDSL and NSDL

Login type	Helpdesk details
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 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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next 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 e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (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. <ul style="list-style-type: none"> 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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Shukra Pharmaceuticals Limited> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; roopalcs2001p@gmail.com & info@shukrapharmaceuticals.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Durgesh Gaurav, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023 vide its circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Purva Share Registry (India) Private Limited at support@purvashare.com.
17. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
18. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be

processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.

By the order of the Board
For Shukra Pharmaceuticals Ltd
Sd/-
Dakshesh Shah
Managing Director
DIN: 00561666

Date: 29/02/2024

Place: Ahmedabad

Registered Office:

3rd floor, Dev House, Opp. WIAA, Judges Bungalows
Road, Bodakdev, Ahmedabad, Gujarat, 380054

CIN: L24231GJ1993PLC019079

Email: info@shukrapharmaceuticals.com

Website: www.shukrapharmaceuticals.com

EXPLANATORY STATEMENT

(Statement pursuant to Section 102 of the Companies Act, 2013)

The following is the statement setting out the material facts relating to the Special Business mentioned in the accompanying notice dated 29th February, 2024 and shall be taken as forming part of the Notice.

ITEM NO. 1

The Members may take note that presently the paid-up share capital of the Company is Rs. 10,94,69,860/- (Rupees Ten Crore Ninety-Four Lakhs Sixty-Nine Thousand Eight Hundred and Sixty Only) consisting of 1,09,46,986 equity shares of Rs. 10/- (Rupees Ten only) each. In view of proposal for Bonus Issue as proposed at Item No. 2, the Company proposes to increase its Authorized Share Capital to Rs. 44,00,00,000/- (Rupees Forty-four Crore only) consisting of 4,40,00,000 (Four Crore Forty Lakh) Equity Shares of Rs.10/- (Rupee Ten only) each.

Pursuant to the provisions of Section 61, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause 5 of the Memorandum of Association (MOA) of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 1 of the Postal Ballot Notice.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e. Wednesday, April 03, 2024, except all National holidays.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Moreover, the existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013.

According to the Companies Act, 2013, now, the companies can have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is important to alter and adopt the new set of Memorandum of Association as per the Companies Act, 2013. The new set of MoA is based on Table-A of the Companies Act, 2013.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding.

The Board recommends the **Special resolution** set forth at Item No. 1 for the approval of the Members.

The Board of Directors of the Company at its meeting held on February 29, 2024 recommended that the existing Article Clause no. 38(ii)(d) of Articles of Association be altered with the text *"A securities premium account, General Reserve and Reserve and surplus account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares."* as set out in the resolution. Consent of the Members by way of Special Resolution is required for such alteration of Articles of Association in terms of the provisions of Section 14 of the Act.

A copy of the Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e. Wednesday, April 03, 2024, except all National holidays.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding.

The Board recommends the **Special resolution** set forth at Item No. 2 for the approval of the Members.

ITEM NO. 3

With a view to encourage the participation of retail investors in the long term, increasing the overall tradeable float/activity level in the Equity shares and retail diversification of shareholding, the Board of Directors, at its meeting held on February 29, 2024, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupee Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 3 (Three) new fully paid-up equity share of Re. 10/- (Rupee Ten only) each for every 1 (One) existing fully paid-up equity share of Re. 10/- (Rupee Ten only) each by capitalizing a sum not exceeding Rs. 32,84,09,580 /- (Rupees Thirty-Two Crore Eighty-Four Lakhs Nine Thousand and Five Hundred and Eighty Only) out of Securities Premium Account, Reserve and Surplus account, Capital reserve and General Reserve.

Article no. 38 of the Articles of Association of the Company permits in general meeting may, upon the recommendation of the Board, capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account), or to the credit of the profit and loss account, or otherwise available for distribution. Articles of Association of the Company permits only securities premium account and capital redemption reserve account by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

As on 31st December, 2023, the balance in securities premium, Reserve & Surplus Account, Capital reserve, General Reserve of the Company was Rs. 38,69,10,809/- (Rupees Thirty-Eight Crore Sixty-Nine Lakhs Ten Thousand Eight Hundred and Nine only), as per financial statement for the Third Quarter ended 31st December, 2023. Further, the balance in securities premium account of the Company after the aforesaid issue of bonus equity shares is expected to be Rs. 5,85,01,229/- (Rupees Five Crores Eighty-Five Lakhs One Thousand Two Hundred and Twenty-Nine Only).

The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as on the Record Date and shall be made according to the regulations as specified under Chapter XI of SEBI (ICDR) Regulations 2018.

In terms of the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of Special Resolution for capitalizing the security premium account in pursuance of issue of bonus shares.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding.

The Board recommends the **Special resolution** set forth at Item No. 3 for the approval of the Members.

Item No.4

Based on the recommendation of Nomination and Remuneration Committee and the Board, the members of the company are requiring through Postal Ballot, to approve the revision in remuneration payable to Mr. Dakshesh Shah as Managing Director of the Company. Further, the members also required to authorize the board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time as and when required.

As per Section 197 and other applicable provisions of the Act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

As per Regulation 17(6) (e) of SEBI LODR, fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- a) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity

However, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof. The Nomination and Remuneration Committee and Board of Directors of the Company, has approved revision in remuneration payable to Mr. Dakshesh Shah to Rs. 8,00,000 /- (Rupees Eight Lakh Only) per month, whether paid as salary, allowances, perquisites, or bonus or a combination thereof.

Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to approval and increase in the remuneration payable to Mr. Dakshesh Shah, Managing Director to Rs. 8,00,000/- (Rupees Eight Lakh Only) per month, whether paid as salary, allowances, perquisites, or bonus or a combination thereof, by way of Special Resolution.

Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following Statement is given:

1. General Information:

S N	Particulars		
1	Nature of industry:	The Company is engaged in the business of manufacturing and trading of pharmaceuticals Products, laboratory testing.	
2	Date of commencement of commercial production	March, 1995	
3	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Particulars	Year Ended 31.03.2023 (Amount in Lacs)
		Gross Sales/Income	6003.04
		Less Depreciation	183.75

		Profit/(Loss) before Tax	444.17
		Taxes/Deferred Taxes	3.51
		Profit/(Loss) After Taxes	440.65
5	Foreign Investments and Collaborations	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Year.	

2. Information about the Appointee:

Sr. No.	Particulars	
1	Background Details	Mr. Dakshesh Shah, being experienced, entrepreneur and a successful businessman having experience in various type of industrial activity and has been spending his precious time and energy for day to day affairs of the Company. He has been working with the Company for over 10 years.
2	Past remuneration	Rs. 41,77,000 (Rupees Forty-One Lakh Seventy-Seven Thousand only) Per annum.
3	Recognition or awards	NA
4	Job profile and his suitability	Mr. Dakshesh Shah is expert in Manufacturing & Trading. From his appointment, he works for the Company in the Manufacturing & Trading Unit and also authorised/responsible/in-charge for matter relating to labour, civil, mechanical, production, pollution and environment. So, his proficiency in the area of Manufacturing & trading in pharmaceutical industry is good for the future of the Company. The Company has achieved milestone growth under his able guidance.
5	Remuneration proposed	Rs. 8,00,000 (Rupees Eight Lakh only) Per Month.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Dakshesh Shah, the responsibilities shouldered by him and the industry benchmark, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other Companies.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Beside the remuneration proposed, Mr. Dakshesh Shah, has provided an Unsecured Loan to the Company.

3. Other Information:

S.N.	Particulars	
1	Reasons of loss or inadequate profits:	The Company is engaged in the business of manufacturing and Trading of pharmaceuticals Products, laboratory testing etc. During the Year 22-23, the Company made Profit after Tax amounting to Rs. 440.65 lakhs. The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement	All economic measures are being adopted to maintain profitability.
3	Expected increase in productivity and profits in measurable terms	Continuous efforts are made to expand marketing and economy in Operation.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of a **Special Resolution**.

Except Mr. Dakshesh Shah and Mr. Dhruvin Shah (Director), Parshva Texchem India Private Limited (promoter), none of the promoters, directors, key managerial personnel and their relatives is considered to be concerned or interested financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the Special Resolution at Item No. 4 of the Notice.

By the order of the Board
For Shukra Pharmaceuticals Ltd

Sd/-

Dakshesh Shah
Managing Director
DIN: 00561666

Date: 29/02/2024

Place: Ahmedabad

Registered Office:

3rd floor, Dev House, Opp. WIAA, Judges Bungalows
Road, Bodakdev, Ahmedabad, Gujarat, 380054

CIN: L24231GJ1993PLC019079

Email: info@shukrapharmaceuticals.com

Website: www.shukrapharmaceuticals.com

FORM NO. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

Registered folio No./DP ID No./Client ID No*	
Name of the Shareholder/Proxy holder	
Number of Shares held	
Promoter /Promoter group/ Public	

I/We hereby exercise my/ our vote in respect of the Ordinary/ Special Resolutions enumerated below and as set out in the Notice of Postal ballot dated February 29, 2024 by recording my/our assent or dissent to the said resolutions by placing tick (√) mark in the appropriate box below: -

Res. No.	Description	No. of Equity Shares for which votes cast	For	Against
	SPECIAL BUSINESS			
1.	Increase In Authorized Share Capital Of The Company And Consequent Amendment In Capital Clause Of The Memorandum Of Association Of The Company And Adoption Of New Set Of Memorandum Of Association As Per Companies Act, 2013			
2.	To Amend Articles Of Association Of The Company			
3.	Issue Of Bonus Shares by Way of Capitalization of Securities Premium Account And General Reserve Of The Company:			
4.	To Approve the Revision In Remuneration Of Mr. Dakshesh Shah, Chairman Cum Managing Director Of The Company			

Signed this..... day of..... 2024

Signature of Shareholder

A. INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting, i.e. either voting through e-voting or by Ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Postal Ballot.
