



SUSHRUTA MEDICAL AID AND RESEARCH HOSPITAL LTD.

THE BANGALORE HOSPITAL

Phone : 080-41187600

Mob: 8317310513

CIN : U85110KA1982PLC004845

Regd. Office: #202, Rashtriya Vidyalaya Road, Bengaluru-56004

E-mail : info@bangalorehospital.co.in, Website : bangalorehospitals.in

Ref:

Date:

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013)

To

The Members of the Sushruta Medical Aid And Research Hospital Limited

Notice is hereby given in pursuance of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ('the Act'), together with the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), be passed by the members of the Company, through postal ballot forms for the special resolution appended below as set out hereunder.

An explanatory statement pertaining to special business setting out the material facts and the reasons/rationale there of form part of this Postal Ballot Notice for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. V. Jayagopal, Practicing Company Secretary (CPNo.5389) as the Scrutinizer for conducting the postal ballot through postal ballot forms in a fair and transparent manner.

In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Management Rules, 2014 and SS-2, the Company has provided postal ballot forms to its members to cast their votes.

The Members are requested to carefully read the instructions indicated under section "General Information and Instructions relating to voting" of the Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated.

The cut-off date and time for receiving of Postal Ballot Papers are given below:

Commencement of Voting Period	9:00 a.m. IST on Monday, 16 th June 2025.
Conclusion of Voting Period	5:00 p.m. IST on Tuesday, 15 July, 2025.
Cut-off date for eligibility to vote	Saturday, 12 th July, 2025.

The Postal Ballot Forms received subsequent to the period and time above cited will be not considered for counting the vote (FOR/AGAINST).



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Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report within four days to the Chairman of the meeting conducted through Postal Ballot. The result of the postal ballot would be announced on **Friday, July 18, 2025**, at the registered office of the Company. The aforesaid result along with the Scrutinizer's report would be displayed at the registered office of the Company, and on the Company's website: www.bangalorehospitals.in.

The last date of receiving the postal ballot forms up to 5.00 p.m. IST on Tuesday, 15th July, 2025, and shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTIONS:

Special Business, Ordinary Resolution:

Item No. 1: Appointment of Auditor:

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any r/w Companies (Audit & Auditors) Rules, 2014, including the Statutory enactment or modification thereof and subject to the approval of members in Extra-ordinary General Meeting, M. Panigrahi & Co., Chartered Accountants (Partnership Firm) having FRN-324889E, as the Statutory Auditors of the Company until the conclusion of the forthcoming Annual General Meeting of the Company;

RESOLVED FURTHER THAT Mr. Krishna Prasad Surapaneni (DIN: 02036963), Director of the Company, and Mr. Abhishek Mannem (DIN: 09708706) be and are hereby severally authorised to do all such acts, deeds, and file such form with the Registrar of the Companies and to give effect to the above resolution."

Special Business, Special Resolution:

Item No. 2: To approve borrowing limits of the Company:

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

"RESOLVED THAT in supersession of the resolutions passed on 29th March, 2023 by the Board of directors of the Company and in pursuance of the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Memorandum of Association and Articles of Association of the Company the approval of the members of the Company through postal ballot be and is hereby accorded, to borrow any sum or sums of money from



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time to time at its discretion, for the purpose of the business of the Company by pledging both moveable and immoveable properties of the Company from any one or more Banks, Financial Institutions, NBFC's and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and the Securities Premium (if any), subject to such aggregate borrowings not exceeding the amount which is Rs. 34 crores (Rupees Thirty-Four Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose);

RESOLVED FURTHER THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to give any guarantee(s)/provide any security(ies) in connection with loan(s) made or otherwise provide any securities both movable and immovable properties of the Company to any lender up to a limit not exceeding Rs. 34,00,00,000/- Crores (Thirty-Four Crores only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section, whether by way of an individual transaction or transaction taken together or series of transactions and that the Board of Directors be and is hereby empowered and authorized to borrow monies for and on behalf of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" of the Company) be and is hereby authorized to exercise its powers including powers conferred under this resolution to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, and also authorize to execute the above transactions to any of the Director(s) of the Company authorized by the Board of Directors without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."



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Special Business, Special Resolution:

Item No. 3: Approval for creation of security on the properties of the Company, both present and future, in favour of lenders:

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

“RESOLVED THAT in supersession of the resolutions passed on 2^{9th} March, 2023 by the Board of directors of the Company and in pursuance of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Memorandum and Articles of Association of the Company, approval of the members of the Company through postal ballot be and is hereby accorded for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.;



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RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" of the Company) be and is hereby authorized to exercise its powers including powers conferred under this resolution to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, and also authorize to execute the above transactions to any of the Director of the Company without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By the Order of the Board of Directors
For Sushruta Medical Aid And Research Hospital Limited**

For Sushruta Medical Aid & Research Hospital Ltd

Director

Abhishek Mannem

Director

DIN: 09708706

Place: Bangalore

Date: 02/06/2025

NOTES:

1. Your kind attention is invited to the proposal of your Company to move Ordinary/ Special Resolutions for the items of businesses specified in the Notice above.
2. In accordance with Companies (Management and Administration) Rules, 2014 read with Section 110 of the Companies Act, 2013 the Ordinary/Special Resolutions as aforesaid are proposed to be passed through Postal Ballot process.



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3. You are requested to carefully read the GENERAL INFORMATIONs AND INSTRUCTIONS RELATING TO VOTING printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope.
4. As per the said Rules 15th July, 2025 is the last date for receiving the postal ballot forms.
5. Postal Ballot forms received after 15th July, 2025 will be rejected.
6. The "Postage" prepaid envelope is enclosed, please use the same after you mark your votes in FOR or AGAINST the Ordinary/Special Resolution as described in the notice above. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed Postal Ballot Form in the self-addressed envelope so as to reach the Scrutinizer on or before 4th October, 2014.
7. Votes will be considered invalid on the following grounds:
 - a) if the Member's signature does not tally;
 - b) if the Member has marked both in favour and against;
 - c) if the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature couldn't be checked or on one or more of the above grounds;
 - d) on such grounds which in the opinion of the Scrutinizer makes the vote invalid.
8. Mr. Jayagopal Venkataraman (COP No. 5389), Practicing Company Secretary, Bangalore has been appointed as the Scrutinizer for the Postal Ballot in accordance with the said Rules. He will submit his report to the Chairman of the meeting elected for passing resolution through Postal Ballot on or before 18th July, 2025.
9. Mr. Abhishek Mannem, director of the Company is authorized to ensure smooth conduct of the Postal Ballot Process. Members requiring any clarifications may contact him at 9071998120 and abhishek@bangalorehospital.in
10. The Chairman elected for the said process will announce the result of the Postal Ballot after completion of the entire process at the registered office of the Company on 18th July, 2025. The results will also be uploaded on the Company's website: <https://bangalorehospitals.in>
11. An explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts is attached herewith. All documents referred to in here and the Explanatory Statement is opened for inspection at the registered office of the Company during the office



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ANNEXURE TO POSTAL BALLOT NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement relating to the accompanying Notice sets out all the material facts:

Item No. 1: Appointment of Auditor:

In accordance with the provision of Section 139(8) of the Companies Act, 2013 and rules made thereunder and subject to the further approval of members, the Board of the directors of the Company in its meeting held on 03rd March, 2025 filled the Casual Vacancy arose due to the resignation of the M/s Panth & Co., (Chartered Accountants) the Statutory Auditors who was appointed in the Annual General Meeting held on 17/11/2021.

The said vacancy was filled up by appointing M. Panigrahi & Co., Chartered Accountants (Partnership Firm) having FRN-324889E, as the Statutory Auditors of the Company and the said appointed Auditors shall hold the office until the conclusion of the forthcoming Annual General Meeting of the Company.

None of the Directors and of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 in the notice. Your directors recommend the resolution as at Item No. 1 for your approval as an Ordinary Resolution.

Item No. 2: To approve borrowing limits of the Company:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company, shall only with the consent of the members by way of Special Resolution, borrow monies in excess of the aggregate of its paid-up share capital of the Company, its free reserves and Securities Premium, apart from temporary loans obtained from the company's

bankers in the ordinary course of business by taking into consideration, the requirements of financial resources for meeting the operational, administrative, working capital and future capital expenditures. Therefore, your company seek your consent to borrow money up-to Rs.34,00,00,000/- (Thirty-Four Crores only) which is in excess of the aggregate of its paid-up share capital of the Company, its free reserves and Securities Premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, under Section 180(1)(c) of the Companies Act, 2013.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the Company in such



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form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees etc., with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 of the Companies Act, 2013.

None of the Directors and of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 in the notice. Your directors recommend the resolution as at Item No. 2 for your approval as a Special Resolution.

Item No. 3: Approval for creation of security on the properties of the Company, both present and future, in favour of lenders:

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees etc., with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180 (1)(a) of the Companies Act, 2013. Hence, it is necessary to obtain approval for the same from the Shareholders by way of Special Resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 in the notice. Your directors recommend the resolution as at Item No. 3 for your approval as a Special Resolution.

**By the Order of the Board of Directors
For Sushruta Medical Aid And Research Hospital Limited**

For Sushruta Medical Aid & Research Hospital Ltd

Abhishek Mannem
Director

DIN: 09708706

Place: Bangalore

Date:02/06/2025