

The logo consists of the word 'शाह' (Shah) in white Devanagari script, enclosed within a blue square with a white border and a decorative pattern.

KK Shah Hospitals Limited

(Formerly known as Jeevan Parv Healthcare Limited)
(CIN: U85100MP2022PLC062407)

Date: February 20, 2025

The Manager,

BSE SME Platform

Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

BSE Scrip Code: 544013

Dear Sir/Madam,

Please be informed that pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval/consent of members of the Company is sought through Postal Ballot/ Electronic Voting ("e-voting") by way of resolution for the business set out in the enclosed Postal Ballot Notice dated February 19, 2025.

In this regard, please note that the Company has completed dispatch of the said Notice of Postal Ballot on Wednesday, February 20, 2025 through email to all the members whose names appeared in the Register of Members/ Record of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 14, 2025.

Please find attached postal ballot notice for your reference.

Thanks & Regards

For KK SHAH HOSPITALS LIMITED

**AMIT SHAH
MANAGING DIRECTOR
DIN – 09119113**

Schedule of Event for Postal Ballot Notice of Company

BENPOS Date for Sending Notice	February 14, 2025
Date of Completion of Dispatch	February 20, 2025
Cut Off Date	February 14, 2025
Remote e-Voting Start Date	February 21, 2025
Remote e-Voting Start Time	09:00 AM
Remote e-Voting End Date	March 22, 2025
Remote e-Voting End Time	5:00 PM
Date of deemed Meeting for approval through Postal Ballot i.e. last day of E-voting	March 22, 2025

Postal Ballot Notice

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).

To the Members of the Company,

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“**SS-2**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations, it is proposed to seek the consent of the members (“**Members**”) of **KK SHAH HOSPITALS LIMITED** (“**Company**”), for the resolutions appended below, through Remote Electronic Voting (“**E-Voting**”) only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors (“**Board**”) in its meeting held on February 19, 2025 has appointed M/s. Dilip Swarnkar & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (issued by the Ministry of Corporate Affairs (“**General Circulars**”) (“**MCA Circulars**”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**Secretarial Standard-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the resolution(s) appended below are proposed to be passed by the shareholders of the **KK SHAH HOSPITALS LIMITED** (“**Company**”) through postal ballot by remote e-Voting process (“**E-Voting**”).

The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact

business(es) as set out in this Notice. The Company has engaged Bigshare Services Private Limited for facilitating the remote e-voting system. The remote e-voting period commences on Friday, February 21, 2025 (9.00 a.m. IST), and ends on Saturday, March 22, 2025 (5.00 p.m. IST). The cut-off date for the

purpose of determining eligibility of members for voting has been fixed as Friday, February 14, 2025 (“Cut-off Date”). Notice of the Postal Ballot will also be available on the Company’s website : <https://shahhospitalratlam.com/> websites of the BSE Limited (“Stock Exchange”) <https://www.bseindia.com/>, and on the website of Bigshare Services Private Limited i.e. at www.bigshareonline.com members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-Voting shall commence on Friday, February 21, 2025 (9.00 a.m. IST) and ends on Saturday, March 22, 2025 (5.00 p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before March 25, 2025 and, the results of the voting shall be declared by the Chairman of the Company on or before March 25, 2025, at Company’s Registered Office. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e., <https://shahhospitalratlam.com/> and on the e-voting system link of Bigshare Services Private Limited i.e., at <https://ivote.bigshareonline.com> _The same shall simultaneously be communicated to the BSE Limited on which the shares of the Company are listed.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

ITEM NO. 1 VARIATION IN UTILIZATION OF ISSUE PROCEEDS OF INITIAL PUBLIC OFFER (IPO):

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

"RESOLVED THAT pursuant to the provisions of Section 27 read with Section 13 (8) of the Companies Act, 2013 read with the rules made thereunder including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Regulation 59 read with Schedule XX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and all other necessary applicable provisions as amended from time to time and subject to the necessary approvals, if any required, the consent of the Members be and is hereby accorded to vary the terms of objects of the issue referred to in the prospectus dated 21st October, 2023 (the ‘Prospectus’) in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the ‘IPO’) made in pursuance of the Prospectus and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.

FURTHER RESOLVED THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 27 of the Companies Act, 2013 and Rules made thereunder, for the time being in force, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors
For Kk Shah Hospitals Limited**

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KK Shah Hospitals Limited

(Formerly known as Jeevan Parv Healthcare Limited)
(CIN: U85100MP2022PLC062407)

Sd/-
Amit Shah
Managing Director
DIN: 09119113

Place: Ratlam

Date: 19-02-2025

REGISTERED OFFICE:

124, Katju Nagar, Swastik App., Ratlam,
Madhya Pradesh, India, 457001

124, Katju Nagar, Swastik App., Ratlam - 457001 (M.P.) , India

Contact No. : 07412-244797/07412-408633, 9425990642

Email ID : shahhospitalratlam@gmail.com, info@shahhospitalratlam.com, Website:www.shahhospitalratlam.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 14, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at : <https://shahhospitalratlam.com/> , websites of the Stock Exchange, that is, BSE Limited <https://www.bseindia.com/> and on the website of Bigshare Services Private Limited i.e., at (<https://www.bigshareonline.com/ipo>).
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e- mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company (<https://shahhospitalratlam.com/>) and Registrar (Bigshare Services Private Limited) of the Company (<https://www.bigshareonline.com/ipo>) duly filled and signed along with requisite supporting documents to the Company Registered Office address and Registrar at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, India.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of Bigshare Services Private Limited as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences on Friday, February 21, 2025 at 9:00 a.m. (IST) and ends on Saturday, March 22, 2025 at 5:00 p.m. (IST). Members of the Company holding shares in physical or electronic form as on the Cut - Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Bigshare Services Private Limited for voting thereafter.
9. The vote in this Postal Ballot cannot be exercised through proxy.

10. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at ivote@bigshareonline.com or Issuer / RTA. However, if you are already registered with Bigshare Services Pvt Ltd for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on ivote@bigshareonline.com or call on toll free no. : 1800 22 54 22. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in this Notice under “Access to Bigshare E-voting system”.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to: <https://shahhospitalratlam.com/>

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

- i. The voting period begins on Friday, February 21, 2025 at 9:00 a.m. (IST) and ends on Saturday, March 22, 2025 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 Friday, February 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or 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 company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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 BIGSHARE and you will be re-directed to i-Vote 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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
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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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under the above Notice.

Item No. 1:

Pursuant to resolution passed by Board of Directors on February 13, 2023 and shareholder resolutions passed at the Extraordinary General Meeting of our Company held on February 15, 2023, the Company has raised 877.50 Lakhs from the public via IPO of its equity shares (the 'Issue'). The Net proceed from the issue were Rs. 829 Lakhs (hereinafter referred to as "IPO Proceeds")

The Company intends to vary the Objects of the Issue as referred to in the Prospectus October 21, 2023 as explained in the table given below read along with the notes.

(Amount in Lakhs)

Sr. No.	Name of Machinery	Amount as per Prospectus	Fund Utilisations till Notice date	Balance amount	Amount available of Variation, if any	Amount proposed to be altered alongwith the objects *	Balance Funds for existing purpose
1	CT Scanner System (Revolution ACTs Expert Edition 32 Slice)	135.18	119.9	15.28	13.28 (Utilisation of Rs. 2 Lakhs from Balance fund for purchase of Colonoscope)	Rs. 358 Lakhs will be utilised for payment of purchase consideration of The VELYS Robotic Assisted System.	NIL
2	MRI Scanner	566.07	51.50	514.57	321.21		193.36
3	Endosopic Retrograde Cholangiopancreatography (ERCP)	16.85	NIL	16.85	16.85		NIL
4	Colonoscope	4	6	(2)	NIL		NIL
5	Thunder Beat (Hybrid Advanced Vessel Sealer and Ultrasound Generator USG - 410)	6.66	NIL	6.66	6.66		NIL
	Total	728.76		551.36	358		193.36

*** Note 1:** The Company has not purchased MRI Scanner till now (only advance given) and it has also cancelled two Machines named Endos copic Retrograde Cholangiopan Creatography (ERCP) and Thunder Beat (Hybride Advanced Vessel Sealr and Ultrasound Generator USG - 410).

Now the Company wants to make payment of Rs. 358 Lakhs (approx.) against purchase consideration of new machine i.e. “The VELYS Robotic Assisted System” (herein after referred as ‘Robotic Machine”).

Hence the Company want to utilize Rs. 358 Lakhs of IPO Proceedings for payment of purchase consideration of Robotic machine from the excess amount of CT Scanner Machine i.e. Rs. 13.28 Lakhs, unused amount of above mentioned two cancelled machines i.e. Rs. 23.51 Lakhs (Rs. 16.85 Lakhs + Rs. 6.66 Lakhs) and Rs. 321.21 Lakhs from MRI Scanner.

As per prospectus dated October 21, 2023, Rs. 566.07 Lakhs was allotted for purchase of MRI Scanner Machine but as per current extreme business requirement of Robotic machine, the Company wants to utilize Rs. 321.21 Lakhs from the said amount and in near future once MRI Scanner Machine total payment to be made, the Company will take loan/finance from Bank/Non-Banking financial institutes for short-fall of amount.

Further after the above changes, the statement of utilizations of IPO Proceedings will be as follows:

(Rs. in Lakhs)

Original Object	Modified Object, if any (Rs.)	Original Allocation (Rs.)	Funds Utilised (Rs.)	Funds Un-utilised (Rs.)	Amount of Deviation/ Variation for purchase of Robotic Machinery
a. Purchase of medical equipment	Not Applicable	728.76	177.40	551.36	358.00
b. General Corporate Purpose	Not Applicable	100.24	100.24	NIL	NIL
c. Issue Expenses	Not Applicable	48.50	48.50	NIL	NIL

The Disclosures as per Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

1.	The Original Purpose/object of the issue	I. CT Scanner System (Revolution ACTS Expert Edition 32 Slice) – Rs. 135.18 Lakhs II. MRI Scanner – Rs. 566.07 Lakhs III. Endos copic Retrograde Cholangiopan creat ography (ERCP) – Rs. 16.85 Lakhs IV. Colonoscope – Rs. 4 Lakhs V. Thunder Beat (Hybride Advanced Vessel Sealr and Ultrasound Generator USG - 410) – Rs. 6.66 Lakhs
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2	Total Money raised	Gorss Proceedings Rs. 877.50 Lakhs
3	The Money utilised for the objects stated in the prospectus	Rs. 325.90 Lakhs including general corporate purpose and Issue expenses
4	The extent of achievement of proposed objects (that is fifty percent, sixty percent, etc.)	37.14% of total Issue size including general corporate purpose and Issue expenses
5	The unutilized amount out of the money so raised through prospectus	Rs. 551.36 Lakhs
6	The Particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued	Refer to the 'Amount proposed to be altered alongwith the objects' given in the table above.
7	The reason and justification for seeking variation	The Company has not purchased MRI Scanner till now (only advance given) and it has also cancelled order of two Machines named Endoscopic Retrograde Cholangiopan Creatography (ERCP) and Thunder Beat (Hybride Advanced Vessel Sealr and Ultrasound Generator USG - 410). So, the Company has excess unutilized amount of Rs. 551.36 Lakhs, hence as per current extreme business requirement in the hospital, the Company wants to make payment of the new Robotic Machine around Rs. 358 Lakhs. Further once the MRI Scanner Machine total payment to be made, it will take loan/finance from Bank/Non-Banking financial institutes for short-fall of amount.
8	The proposed time limit within which the proposed varied objects would be achieved	On or before 31 st March, 2025
9	The clause-wise details as specified in subrule (3) of rule 3 as was required with respect to the originally proposed objects of the issue.	As mentioned in the notice and explanatory statement which specified in sub-rule (3) of rule 3 is available.
10	The risk factors pertaining to new object	The risk factor for the new object will be initial cost, training to staffs, Integration Challenges and Data Security and Privacy.
11	The other relevant information which is necessary for the members to take an informed decision on the proposed resolution	None. All details are mentioned in the explanatory statement

Disclosure as per Section 13(8) alongwith Rule 32 of the Companies (Incorporation) Rules, 2014 are as follows:

(a) the total money received;

The Company has raised 877.50 Lakhs from the public via IPO of its equity shares (the 'Issue'). The Net proceed from the issue were Rs. 829 Lakhs (hereinafter referred to as "IPO Proceeds")

(b) the total money utilized for the objects stated in the prospectus;

The Company has utilized Rs. 325.90 including general corporate purpose and Issue expenses for the objects stated in the prospectus.

(c) the unutilized amount out of the money so raised through prospectus;

The Company has Rs. 551.36 Lakhs unutilized amount out of the money raised thorough prospectus.

(d) the particulars of the proposed alteration or change in the objects;

The Company want to utilize Rs. 358 Lakhs for the payment of new Robotic Machine as purchased by the Company for current extreme business requirement in the hospital for financial growth of Company.

(e) the justification for the alteration or change in the objects;

The Company has not purchased MRI Scanner till now (only advance given) and it has also cancelled order of two Machines named Endos copic Retrograde Cholangiopan Creatography (ERCP) and Thunder Beat (Hybride Advanced Vessel Sealar and Ultrasound Generator USG - 410). So, the Company has excess unutilized amount of Rs. 551.36 Lakhs, hence as per current extreme business requirement in the hospital. Hence the Company wants to make payment of the new Robotic Machine around Rs. 358 Lakhs.

Further once the Company plan for purchase of MRI Scanner machine total payment to be made, it will take loan/finance from Bank/Non-Banking financial institutes for short-fall of amount.

(f) the amount proposed to be utilised for the new objects;

The Company will utilize Rs. 358 Lakhs for payment of new Robotic Machine.

(g) the estimated financial impact of the proposed alteration on the earnings and cash flow of the Company;

The earnings of Company will increase due to installation of this Robotic Machine and accordingly cash flow will also be improved.

(h) the other relevant information which is necessary for the members to take an informed decision on the proposed resolution;

All relevant information has been mentioned in the explanatory statement of the notice.

(i) the place from where any interested person may obtain a copy of the notice of resolution to be passed.

Any interested person may obtain a copy of the notice of the resolution from the registered office of the Company at business hours or may access from Company's website www.shahhospitalratlam.com

(2) The advertisement giving details of each resolution to be passed for change in objects which shall be published simultaneously with the dispatch of postal ballot notices to shareholders.

Yes. It will be published in the newspaper and also may access from Company's website www.shahhospitalratlam.com.

(3) The notice shall also be placed on the website of the company, if any. –

Yes. It will be available at the Company Website www.shahhospitalratlam.com

The intention of the Board and the Management is to enhance shareholder value by utilizing the issue proceeds adequately which will lead to increase in profitability. Your Board recommends the resolution for the members' approval by way of Special Resolution.

Based on the recommendations of the Audit Committee, the Board of Directors of the Company, have considered and approved Variation in utilization of issue proceeds for the objects mentioned in the prospectus dated October 21st 2023, subject to approval of members by means of Special Resolution.

None of the Directors or KMP's, or their relatives are interested or concerned in the above resolution except to the extent of their respective shareholdings in the Company, if any.

Place- Ratlam

Date- February 19, 2025

**By Order of Board,
For Kk Shah Hospitals Limited**

Sd/-

**Amit Shah
Managing Director
DIN - 09119113**