



August 08, 2025

The Manager (Listing)  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 023

**Scrip No.543916**

**Subject: Notice of an Extra-Ordinary General Meeting of the Company**

With reference to the captioned subject, this is to inform you that an Extra-Ordinary General Meeting ("EGM") of the Members of Hemant Surgical Industries Ltd is scheduled to be held on Saturday, August 30, 2025 at 12.30 p.m. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed Notice of an Extra-Ordinary General Meeting of the Company.

Please take the same on your records and suitably disseminated at all concerned.

Thanking You,

Yours faithfully,

**For Hemant Surgical Industries Limited**

HANSKUMAR

SHAMJI SHAH

Digitally signed by  
HANSKUMAR SHAMJI  
SHAH  
Date: 2025.08.08  
12:33:06 +05'30'

**Hanskumar Shamji Shah**

**Managing Director**

**DIN: - 0021972**

**Email Id: [hanskumar@hemantsurgical.com](mailto:hanskumar@hemantsurgical.com).**

Encl.: As Above

**NOTICE OF EXTRA ORDINARY GENERAL MEETING (1<sup>ST</sup> OF 2025-26)**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (1<sup>ST</sup> OF 2025-26) OF THE MEMBERS OF HEMANT SURGICAL INDUSTRIES LTD. WILL BE HELD ON SATURDAY, AUGUST 30, 2025, AT 12.30 P.M. (IST), THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:**

---

**SPECIAL BUSINESS:****1. Increase in the Authorised Share Capital and Alteration of Clause V of the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, the approval of the Members of the Company be and is hereby granted to increase the Authorised Share Capital of the Company from the existing Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lacs only) divided into 1,05,00,000 (One Crore Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten ) each to Rs. 16,00,00,000 (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13, 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced as under:

**"Clause V.**

The Authorised Share Capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

**2. Issue of Convertible Warrants on Preferential Basis**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreement entered into by the Company with BSE Limited, and subject to other applicable Rules/ Regulations/ Guidelines/

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

Notifications/Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India and/or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/or sanction(s), if any, of any third parties, statutory or regulatory authorities including BSE Limited ('Stock Exchange'), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted Committee of the Board of Directors to exercise its powers including powers conferred under this resolution), the approval of the Members, be and is hereby granted to the Board to offer, issue and allot from time to time in one or more tranches, up to 21,00,000 (Twenty One Lacs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company of face value of ₹ 10/- each ('Warrants') at a price of Rs. 197/- (Rupees One Hundred and Ninety Seven) each ('Warrants Issue Price') including premium of Rs. 187/- (Rupees One Hundred Eighty Seven) each, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following proposed allottees ("Warrant Holder"/"Proposed Allottee") falling under the category of promoters and non-promoters as per the provisions of the ICDR Regulations, by way of preferential issue on private placement basis for cash in accordance with the terms of issuance of the Warrants as mentioned here in below and on such other terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act:

Sr. No.	Name of the Proposed Allottees	Current Status/Category	Maximum No of Warrants to be allotted	Maximum Amount to be raised upon exercise of Warrants ( In Rs.)
1.	Singularity Large Value Fund III	Alternate Investment Fund/ Non-Promoter	6,50,000	12,80,50,000
2.	Singularity Equity Fund I	Alternate Investment Fund/ Non-Promoter	6,50,000	12,80,50,000
3.	Singularity Equity Fund II	Alternate Investment Fund/ Non-Promoter	2,00,000	3,94,00,000
4	Hemant Praful Shah	Individual/Promoter	2,00,000	3,94,00,000
5	Hanskumar Shamji Shah	Individual/Promoter	2,00,000	3,94,00,000
6	Kaushik Hanskumar Shah	Individual/Promoter	2,00,000	3,94,00,000
	<b>Total</b>		<b>21,00,000</b>	<b>41,37,00,000</b>

**RESOLVED FURTHER THAT** the Company here by notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the minimum price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be July 31, 2025 being the date that is 30 (thirty) days prior to the date of the EGM, and the minimum price for the preferential issue on the aforesaid Relevant Date pursuant to Regulations 164 and 166A of the ICDR Regulations is Rs. 196.16 (Rupees One Hundred Ninety Six and Paise Sixteen only);

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants pursuant to the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Warrant holder shall, subject to ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (One) Equity Share of Rs. 10/- (Ten) against each Warrant.
- An amount equivalent to 25% of the Warrants Issue Price shall be paid by the Warrant holder at the time of subscription and allotment of each Warrant and the balance 75% of the Warrants Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares, if and when the right

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares.

- c) The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The allotment of Equity Shares pursuant to exercise of the Warrants shall be completed within 15 days from the date of such exercise by the Warrant holder.

- d) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder from his/her bank account to the designated bank account of the Company.
- e) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of Equity Shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / subdivision / re-classification of Equity Shares or such other similar events or circumstances requiring adjustments as permitted under ICDR Regulations and all other applicable regulations from time to time.
- g) The Company shall re-compute the price of the Warrants/Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such warrant Holder to the Company in accordance with the provisions of ICDR Regulations.
- h) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall be fully paid up and rank pari passu with the then existing Equity Shares of the Company in all respects (including the payment of dividend and voting rights) from the date of allotment thereof.
- i) The Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants to the Warrant holder as well as his/her pre-preferential shareholding in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- j) The Warrants by itself, until exercised and converted into Equity Shares, shall not give the Warrant holder any rights with respect to that of an Equity Shareholder of the Company.
- k) The Equity Shares allotted upon conversion of the Warrants will be listed on BSE Limited, the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions and

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

approvals, as the case may be;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottee inviting them to subscribe to the Warrants and the complete record of private placement be maintained in Form PAS-5;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE Limited for obtaining of listing and trading approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Equity Shares to the respective demat account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the above resolutions are hereby approved, ratified and confirmed in all respects."

### **3. Issue of Equity Shares on Preferential Basis**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreement entered into by the Company with BSE Limited and subject to other applicable Rules/Regulations/Guidelines/Notifications/Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India and/or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/or sanction(s), if any, of any third parties, statutory or regulatory authorities including BSE Limited ('Stock

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133



Exchange'), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted Committee of the Board of Directors to exercise its powers including powers conferred under this resolution), the approval of the Members, be and is hereby granted to the Board, to offer, issue and allot from time to time in one or more tranches, upto 26,00,000 (Twenty Six Lacs) Equity Share of the Company of face value of ₹ 10/- each ('Equity Shares') at a price of Rs. 197/- (Rupees One Hundred Ninety Seven) each ('Issue Price') including premium of Rs. 187/- (Rupees One Hundred Eighty Seven) each, to persons/entities listed below ("Proposed Allottees") falling under the category of non-promoters as per the provisions of the ICDR Regulations, by way of preferential issue on private placement basis for cash in accordance with the terms as mentioned herein below and on such other terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act:

Sl. No.	Name of the Proposed Allottees	Current Status/Category	Maximum no. of Equity Shares to be allotted	Maximum Amount to be raised ( In Rs.)
1	Wealthwave Capital Fund	Alternate Investment Fund/Non-Promoter	4,00,000	7,88,00,000
2	Uphar Homfin Private Limited	Bodies Corporate/Non-Promoter	1,00,000	1,97,00,000
3	Naresh Saraaf	Individual/Non-Promoter	1,00,000	1,97,00,000
4	Shyamsunder Basudeo Agarwal	Individual/Non-Promoter	50,000	98,50,000
5	Shashikant Gupta	Individual/Non-Promoter	50,000	98,50,000
6	Singularity Large Value Fund I	Alternate Investment Fund/Non-Promoter	5,00,000	9,85,00,000
7	Singularity Large Value Fund III	Alternate Investment Fund/Non-Promoter	2,50,000	4,92,50,000
8	Singularity Equity Fund I	Alternate Investment Fund/Non-Promoter	2,50,000	4,92,50,000
9	Priya Bhutra and Bimla Bajaj (on behalf of PM Investment)	Firm/Non-Promoter	2,00,000	3,94,00,000
10	Free India Assurance Services Limited	Bodies Corporate/Non-Promoter	1,00,000	1,97,00,000
11	Swati Pokharna	Individual/Non-Promoter	3,00,000	5,91,00,000
12	Renudevi Hisaria	Individual/Non-Promoter	3,00,000	5,91,00,000
	<b>Total</b>		<b>26,00,000</b>	<b>51,22,00,000</b>

**RESOLVED FURTHER THAT** the Company here by notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the minimum price for the issue of Equity Shares of the Company is determined to be July 31, 2025 being the date that is 30(thirty) days prior to the date of the EGM, and the minimum price for the preferential issue on the aforesaid Relevant Date pursuant to Regulations 164 of the ICDR Regulations is Rs. 196.16 (Rupees One Hundred Ninety Six and Paise Sixteen only);

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares pursuant to the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Proposed Allottees shall be required to remit 100% of the issue price for the Equity Shares to be allotted on or before the date of allotment from their respective bank account to the designated bank account of the Company.
- b) The Equity Shares shall be allotted within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- c) The Company shall re-compute the price of the Equity Shares in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such proposed allottees to the Company in accordance with the provisions of ICDR Regulations.
- d) The Equity Shares shall be allotted in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall be fully paid up and rank pari passu with the then existing Equity Shares of the Company in all respects (including the payment of dividend and voting rights) from the date of allotment thereof.
- e) The Equity Shares allotted to the proposed allottees as well as their pre-preferential shareholding in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- f) The Equity Shares allotted will be listed on BSE Limited, the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares and the complete record of private placement be maintained in Form PAS-5;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/ clarifications on the issue and allotment of Equity Shares, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Equity Shares including deciding the size and timing of any tranche of the Equity Shares), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance, listing and trading of Equity Shares issued), including making applications to BSE Limited for obtaining of listing and trading approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the credit of such Equity Shares to the respective demat account of the Proposed Allottees, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the above resolutions are hereby approved, ratified and confirmed in all respects."

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133



## Hemant Surgical Industries Ltd.

By Order of the Board of Directors  
For Hemant Surgical Industries Limited  
sd/-  
Meenal Patodia  
Company Secretary and Compliance officer

**Registered Office:**

502, 5<sup>th</sup> Floor, Ecstasy Business Park Co-Op Society Limited,  
J.S.D. Road, Mulund West, Mumbai-400080

Place: Mumbai

Date: August 06, 2025

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133



**NOTES:**

1. The Extraordinary General Meeting ("EOGM") of Hemant Surgical Industries Ltd will be held on Saturday, 30<sup>th</sup> August, 2025 at 12.30 p.m. through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM') without the physical presence of the Members at a common venue as permitted by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 10/2022 dated December 28, 2022, 11/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), subject to compliance of the conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars, applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder, each as amended, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("Listing Regulations").
2. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, August 01, 2025. Members may note that Notice has been uploaded on the website of the Company at [www.hemantsurgical.com](http://www.hemantsurgical.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
3. As per the SEBI Circular, no physical copies of the Notice of the EGM shall be sent to any Member, however a letter with the details to access the Notice of EGM will be sent to all the members whose email address is not registered with the Company/the Company's Registrar and Transfer Agent.
4. Since this EGM is being held through VC/OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer Remote e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice.
6. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Bigshare Services Private Limited in case the shares are held by them in physical form.
9. An explanatory statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

10. Please note that in accordance with the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from Bigshare Services Private Limited and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialized mode should file their nomination with their Depository Participant (DP).
11. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on [cs@hemantsurgical.com](mailto:cs@hemantsurgical.com), so as to enable the Company to keep the information ready.
12. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
13. The Board of Directors has appointed Manoj Mimani, Partner - R M Mimani & Associates LLP, Company Secretaries (ACS 17083, CP 11601) as Scrutinizer for scrutinizing the voting process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer's Report shall be submitted by the Company to the Stock Exchanges i.e., BSE within two working days of conclusion of the EGM.
15. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing.
16. The results shall also be uploaded on the BSE Listing Portal.
17. **Process and manner for Members opting for voting through Electronic means:**
  - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e- voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.
  - b) Any Member holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e., Saturday, August 23, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL 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  
502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.  
Tel. : +91-22-2591 2747  
Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)  
CIN: L33110MH1989PLC051133

“Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free nos. 1800 1020 990 and 1800 22 44 30. In case of Individual Member 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 i.e., Saturday, August 23, 2025 may follow steps mentioned in this Notice of the EGM under “Access to NSDL e-Voting system.”

- c) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.hemantsurgical.com](http://www.hemantsurgical.com). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- d) The remote e-voting will commence on Wednesday, August 27, 2025 at 9.00 a.m. and will end on Friday, August 29, 2025 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Saturday, August 23, 2025 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- e) Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, August 23, 2025.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is</li></ol>

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

	<p>available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp;</li> </ol>



	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- 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, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133



	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

6. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
7. Upon confirmation, the message "Vote cast successfully" will be displayed.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rmimani@csrma.in](mailto:rmimani@csrma.in) / [mmimani@csrma.in](mailto:mmimani@csrma.in). with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@hemantsurgical.com](mailto:cs@hemantsurgical.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@hemantsurgical.com](mailto:cs@hemantsurgical.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@hemantsurgical.com](mailto:cs@hemantsurgical.com). The same will be replied by the Company suitably.

**AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NUMBERS 1, 2 and 3 OF THE ACCOMPANYING NOTICE DATED AUGUST 06, 2025**

**Item No. 1**

The Board of Directors of the Company, in its Meeting held on August 06, 2025, has recommended to increase the Authorised Share Capital of the Company from the existing Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lacs only) divided into 1,05,00,000 (One Crore Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 16,00,00,000 (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to ensure availability of sufficient headroom for fund raising by way of issuance of equity shares to meet the future fund requirements of the Company for its operations and growth and also recommended consequential alteration in the Clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013, approval of the Members is hereby sought by way of Special Resolution for alteration in the Memorandum of Association ("MOA") and for increasing the Authorised Share Capital of the Company.

A copy of the altered MOA will be available for inspection at the Registered Office of the Company during business hours from 10:00 a.m. to 5:00 p.m. on all working days as well as, electronically, on the day of the Extra Ordinary General Meeting.

The Board considers that the above proposal is in the best interest of the Company and recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for approval of the Members.

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their respective shareholding in the Company, if any

**Item Nos. 2 & 3**

The Board of Directors of the Company, at its Meeting held on August 06, 2025, has approved the proposal for fund raising upto to amount of Rs. 92,59,00,000 (Rupees Ninety Two Crore Fifty Nine Lacs Only), on preferential basis through private placement subject to approval of the Members of the Company, by way of issuance of Convertible Warrants and Equity Shares to the persons/entities falling under the category of promoters and non-promoters.

Necessary information or details in respect of the proposed Preferential Allotment of the Warrants and Equity Shares in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") are furnished as under:

**1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price**

The Board of Directors of the Company vide resolution passed in its Meeting held on August 06, 2025 has proposed to issue upto 21,00,000 (Twenty One Lacs) Warrants at a price of Rs. 197/- per Warrant with a right to the Warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten) each of the Company at a premium of Rs. 187/- per share aggregating upto Rs. 41,37,00,000/- (Rupees Forty One Crore Thirty Seven Lacs Only) to the persons/entities falling under the category of promoters and non-promoters on preferential basis and on the terms and conditions as contained in the resolution set out at Item No. 2 of this Notice.

The Board of Directors of the Company vide resolution passed in its Meeting held on August 06, 2025 has also proposed to issue upto 26,00,000 (Twenty Six Lacs) Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 197/- per share (including premium of Rs. 187/- per share) aggregating upto Rs. 51,22,00,000/- (Rupees Fifty One Crore Twenty Two Lacs Only) to the persons/entities falling under the non-promoter category on preferential basis and on the terms and conditions as contained in the resolution set out at Item No. 3 of this Notice.

**2. Objects of the Issue:**

The Company shall utilize the proceeds from the preferential issue of Equity Shares and Warrants as under:

Sr. No.	Particulars	Estimated Amount to be utilized for each of the objects* (in Crore)	Tentative Time Frame for utilization
1.	Capital expenditure towards development/setting up of new facilities and expansion of existing manufacturing facilities including strategic acquisition/investment	50.00	Within 12 months of receipt of funds
2.	Augment working capital needs of the Company and its Subsidiaries	15.00	
3.	Repayment of debt	17.00	
4.	For general corporate purposes, (which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the	10.59	

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133



	Board from time to time, and/or any other general purposes as may be permissible under applicable laws)		
--	---	--	--

\*Assuming 100% conversion of Warrants into Equity Shares within the stipulated time

In terms of the applicable BSE Circular, the amount specified for the above Objects may deviate +/- 10% (such deviation, the "Permitted Deviation") depending upon future circumstances. Further, the same is based on the fund requirement and the proposed utilization schedule is based on management estimates, market conditions, business needs and other commercial and technical factors, and the actual deployment of funds will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by Government of India or any other investments as permitted under applicable laws.

### 3. Relevant Date:

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the minimum price for the issuance of Warrants and Equity Shares of the Company is determined to be July 31, 2025 being the date that is 30 (thirty) days prior to the date of the EGM i.e., Saturday, August 30, 2025.

### 4. Basis on which the price has been arrived at and justification for the price (including premium, if any) and name and address of the Registered Valuer:

The Equity Shares of Company are listed on BSE Limited on SME Platform and are frequently traded in accordance with the ICDR Regulations. Accordingly, trading volumes at BSE Limited for the period set out below has been considered for the purpose of computation of the minimum price for issuance of Warrant and Equity Shares of the Company.

In accordance with the provisions of Regulations 164 and 166A of the ICDR Regulations, the minimum price for issuance of Warrant and Equity Shares of the Company of **Rs. 196.16 (One Hundred Ninety Six and Paise Sixteen only)** has been arrived at, being higher of the following:

- 90 trading day's volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE Limited during the last 90 days preceding the relevant date i.e., July 31, 2025: **Rs. 148.24 (Rupees One Hundred Forty Eight and Paise Twenty Four only)**
- 10 trading day's volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE Limited during the last 10 days preceding the relevant date i.e. July 31, 2025: **Rs. 196.16 (Rupees One Hundred Ninety Six and Paise Sixteen only)**
- As few proposed allottees shall be allotted Equity Shares in excess of 5% of the post issue fully diluted share capital of the Company, the price determined by the Independent Registered Valuer under Regulation 166A(1) of ICDR Regulations i.e. Pankaj Kumar Chandak, IBBI Registered Valuer Securities or Financial Assets (IBBI Reg No. IBBI/RV/02/2020/13283) having office at Ward No. 9, Mahaveer Chowk, Nokha Mandi, Bikaner, Rajasthan -334803 : **Rs. 110.09 (Rupees One Hundred Ten and Paise Nine only).**

The copy of the valuation report shall be available for electronic inspection by the Members at the EGM  
502, 5<sup>th</sup> Floor, Estacy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133



and also, at the Registered Office of the Company during business hours from 10:00 a.m. to 5:00 p.m. on all working days and is also available on the website of the Company at [www.hemantsurgical.com](http://www.hemantsurgical.com).

Also, for the proposed preferential issue, no valuation requirement has been mentioned in the Articles of Association of the Company for determining the minimum issue price.

The pricing for issuance of the Warrants and Equity Shares as per the resolutions set out at Item Nos. 2 & 3 is Rs. 197/- (Rupees One Hundred Ninety Seven Only) each, which is not lower than the minimum price determined in accordance with the applicable provisions of the ICDR Regulations.

**Adjustments for Warrants:** The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of Equity Shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / subdivision / re-classification of Equity Shares or such other similar events or circumstances requiring adjustments as permitted under ICDR Regulations and all other applicable regulations from time to time.

**5. Amount which the Company intends to raise by way of such securities:**

An amount upto Rs. 92,59,00,000 (Rupees Ninety Two Crore Fifty Nine Lacs Only) is proposed to be raised by the Company by way of issuance of Convertible Warrants and Equity Shares as per the resolutions set out at Item Nos. 2 & 3

**6. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:**

Mr. Hemant Praful Shah, Mr. Hanskumar Shamji Shah and Mr. Kaushik Hanskumar Shah, Directors and Promoters of the Company intends to subscribe upto 2,00,000 Convertible Warrants each as per resolution set out at Item No. 2. No other Promoters, Directors or Key Managerial Personnel intend to subscribe to Warrants or Equity Shares of the Company under the present preferential issue.

**7. Time frame within which the Preferential Allotment shall be completed:**

The Equity Shares and Warrants shall be allotted within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The allotment of Equity Shares pursuant to exercise of the Warrants shall be completed within 15 days from the date of such exercise by the Warrant holder.

**8. Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:**

Name of the Proposed Allottee	Category	Pre-issue (as of July 31, 2025)		Post-issue of Equity Shares and after conversion of all Warrants	
		No. of Shares	%	No. of Shares	%
Wealthwave Capital Fund	Alternate Investment Fund/ Non-Promoter	Nil	0.00	4,00,000	2.64

Upahar Homfin Private Limited	Bodies Corporate/ Non-Promoter	Nil	0.00	1,00,000	0.66
Naresh Saraaf	Individual/ Non-Promoter	Nil	0.00	1,00,000	0.66
Shyamsunder Basudeo Agarwal	Individual/ Non-Promoter	Nil	0.00	50,000	0.33
Shashikant Gupta	Individual/ Non-Promoter	Nil	0.00	50,000	0.33
Singularity Large Value Fund I	Alternate Investment Fund/ Non-Promoter	Nil	0.00	5,00,000	3.30
Singularity Large Value Fund III	Alternate Investment Fund/ Non-Promoter	Nil	0.00	9,00,000	5.94
Singularity Equity Fund I	Alternate Investment Fund/ Non-Promoter	Nil	0.00	9,00,000	5.94
Singularity Equity Fund II	Alternate Investment Fund/ Non-Promoter	Nil	0.00	2,00,000	1.32
Priya Bhutra and Bimla Bajaj (on behalf of PM Investment)	Firm/Non-Promoter	Nil	0.00	2,00,000	1.32
Free India Assurance Services Limited	Bodies Corporate/ Non-Promoter	Nil	0.00	1,00,000	0.66
Swati Pokharna	Individual/ Non-Promoter	Nil	0.00	3,00,000	1.98
Renudevi Hisaria	Individual/ Non-Promoter	Nil	0.00	3,00,000	1.98
Hemant Praful Shah	Individual/ Promoter	17,34,080	16.61	19,34,080	12.77
Hanskumar Shamji Shah	Individual/ Promoter	35,26,400	33.78	37,26,400	24.61
Kaushik Hanskumar Shah	Individual/ Promoter	21,03,120	20.14	23,03,120	15.21

**9. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter**

Mr. Hemant Praful Shah, Mr. Hanskumar Shamji Shah and Mr. Kaushik Hanskumar Shah are the Promoters of the Company as on date of this Notice. Further, upon the issuance and allotment of the Warrants, they will continue to be categorized as Promoters of the Company. The other Proposed Allottees to the Equity Shares and Warrants as per resolution set out at Item No. 2 & 3 belongs to Non-Promoter Category and shall be categorized as Non-Promoters upon issuance and allotment of Equity Shares and Warrants as applicable.

**10. Shareholding pattern of the Company before and after the Preferential Allotment:**

The shareholding pattern of the Company before and after the Preferential Allotment of Warrants and Equity Shares of the Company is annexed as **Annexure "A"** to the Notice and forms integral part of the explanatory statement.

**11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment:**

The identity of the natural persons who are the ultimate beneficial owners of the Warrant and Equity shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them is annexed as **Annexure "B"** to the Notice and forms integral part of the explanatory statement.

There shall be no change in Management or control of the Company pursuant to the aforesaid issue of Warrants and Equity Shares of the Company.

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

**12. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

Not applicable.

**13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any other allotment on preferential basis during the current financial year.

**14. Lock-in Period:**

- (i) The Warrants as per resolution set out at Item No. 2 and Equity Shares to be allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.
- (ii) The Equity Shares as per resolution set out at Item No. 3 shall be locked-in as prescribed under the ICDR Regulations from time to time.
- (iii) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

**15. Practicing Company Secretary's Certificate:**

The certificate from R M Mimani & Associates LLP, Practicing Company Secretaries certifying that the Preferential Allotment is being made in accordance with the requirements contained in the ICDR Regulations shall be available for electronic inspection by the Members at the EGM and is also available on the website of the Company at <https://hemantsurgical.com/investor-relations/financial-reports>

**16. Material terms of the proposed Preferential Issue of the Warrants and Equity Shares:**

The material terms of the proposed preferential issue of the Warrants and Equity Shares are stipulated in the special resolutions as set out at Item Nos. 2 and 3 respectively of this Notice.

**17. Listing:**

The Company will make an application to BSE Limited, at which the existing Equity Shares are presently listed, for seeking in-principle approval for issuance of the Equity Shares and Warrants.

The Equity Shares and resultant Equity Shares that will be issued on conversion of Warrants shall be listed at BSE Limited.

Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**18. Principal terms of assets charged as securities:**

Not applicable.

**19. Other disclosures:**

- (i) Neither the Company nor its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

- (ii) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations;
- (iii) The Equity Shares and Warrants shall be allotted in dematerialized form to the proposed allottees;
- (iv) The Company has no outstanding dues to SEBI, the Stock Exchange or the depositories;
- (v) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI;
- (vi) The Company undertakes to re-compute the price of the Equity Shares and/or Warrants in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so and that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares and/or Warrants shall continue to be locked in till the time such amount is paid by the allottees.
- (vii) The proposed allottees have not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the relevant date.
- (viii) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder
- (ix) Issue of the Equity Shares and Warrants shall be well within the Authorized Share Capital of the Company.
- (x) Warrants and Equity Shares including Equity Shares arising upon conversion of Warrants, held by the promoters and locked-in under the provisions of these regulations, may be pledged as collateral in compliance with the provisions of Regulation 167A of ICDR Regulations.
- (xi) The proposed preferential issue is not being made to anybody corporate incorporated in, or a national of, a country which shares a land border with India

In terms of the provisions of Section 23 (1)(b), Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act"), Regulation 160 (b) of Chapter V of ICDR Regulations, the proposed issue of Warrants and Equity Shares as per resolutions set out at Item nos. 2 and 3 requires prior approval of the Members of the Company by way of Special Resolution.

The Board believes that the proposed issue of Equity Shares and Warrants is in the best interest of the Company and its Members and therefore, recommends the resolutions set out at Item No. 2 and 3 to the Members for their approval as Special Resolutions.

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 10:00 a.m. to 5:00 p.m. on all working days as well as , electronically, on the day of the Extra Ordinary General Meeting.

Except Mr. Hemant Praful Shah, Mr. Hanskumar Shamji Shah and Mr. Kaushik Hanskumar Shah, Directors of the Company and proposed allottee of Warrants and their relatives, none of the other Directors / Key Managerial Personnel(s) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 & 3, except to the extent of their shareholding interest, if any, in the Company.

**By Order of the Board of Directors  
For Hemant Surgical Industries Limited  
sd/-  
Meenal Patodia  
Company Secretary and Compliance officer**

**Registered Office:**

502, 5<sup>th</sup> Floor, Ecstasy Business Park Co-Op Society Limited,  
J.S.D. Road, Mulund West, Mumbai-400080  
Place: Mumbai  
Date: August 06, 2025

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133

**Pre-issue and Post-issue Shareholding pattern:**

Particulars	Pre-issue (as of July 31, 2025)		Post-issue of Equity Shares and after conversion of all Warrants	
<b>Promoter Share Holding</b>				
<b>Indian Promoters</b>				
Individuals/HUF	76,80,000	73.56	82,80,000	54.69
Bodies Corporate	-	-	-	-
<b>Sub Total of Indian Promoters</b>	<b>76,80,000</b>	<b>73.56</b>	<b>82,80,000</b>	<b>54.69</b>
<b>Foreign Promoters</b>				
Individuals/HUF	-	-	-	-
Bodies Corporate	-	-	-	-
<b>Sub Total of Foreign Promoters</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>76,80,000</b>	<b>73.56</b>	<b>82,80,000</b>	<b>54.69</b>
<b>Public Share holding</b>				
<b>Institutions</b>				
Alternate Investment Fund	12,800	0.12	29,12,800	19.24
Foreign Portfolio Investor	40,800	0.39	40,800	0.27
Financial Institutions/ Bank	-	-	-	-
Overseas Body Corporate	-	-	-	-
Others	-	-	-	-
<b>Sub Total of Institution</b>	<b>53,600</b>	<b>0.51</b>	<b>29,53,600</b>	<b>19.51</b>
<b>Central Government/ State Government(s)/ President of India</b>				
<b>Non-Institutions:</b>				
Individual share capital upto Rs. 2 Lac	12,92,000	12.38	12,92,000	8.53
Individual share capital in excess of Rs. 2 Lac	9,00,000	8.62	17,00,000	11.23
NBFCs registered with RBI	-	-	-	-
Bodies Corporate	2,35,200	2.25	4,35,200	2.87
Clearing Members	13,600	0.13	13,600	0.09
HUF	1,96,800	1.89	1,96,800	1.30
IEPF	-	-	-	-
Non Resident Indian (NRI)	68,800	0.66	68,800	0.45
Trust	-	-	-	-
Unclaimed Shares	-	-	-	-
Others	-	-	2,00,000	1.33
<b>Sub Total of Non Institution</b>	<b>27,06,400</b>	<b>25.93</b>	<b>39,06,400</b>	<b>25.80</b>
<b>Total Public Shareholding (B)</b>	<b>27,60,000</b>	<b>26.44</b>	<b>68,60,000</b>	<b>45.31</b>
<b>Grand Total (A+B)</b>	<b>1,04,40,000</b>	<b>100.00</b>	<b>1,51,40,000</b>	<b>100.00</b>

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133



**Annexure - B**

**Identity of the natural persons who are the ultimate beneficial owners of the Warrants/Equity shares proposed to be allotted**

Name of the Proposed Allottee	Category	Pre-issue (as of July 31, 2025)		Post-issue of Equity Shares and after conversion of Warrants in this Issue		Identity of the natural persons who are the ultimate beneficial owners
		No. of Shares	%	No. of Shares	%	
Wealthwave Capital Fund	Alternate Investment Fund/ Non-Promoter	Nil	0.00	4,00,000	2.64	Siddharth Rajendra Rajgaria
Uphar Homfin Private Limited	Bodies Corporate/ Non-Promoter	Nil	0.00	1,00,000	0.66	Jyoti Jhalani
Naresh Saraaf	Individual/ Non-Promoter	Nil	0.00	1,00,000	0.66	Not applicable
Shyamsunder Basudeo Agarwal	Individual/ Non-Promoter	Nil	0.00	50,000	0.33	Not applicable
Shashikant Gupta	Individual/ Non-Promoter	Nil	0.00	50,000	0.33	Not applicable
Singularity Large Value Fund I	Alternate Investment Fund/ Non-Promoter	Nil	0.00	5,00,000	3.30	Dr. Shikha Bagai**
Singularity Large Value Fund III	Alternate Investment Fund/ Non-Promoter	Nil	0.00	9,00,000	5.94	Dr. Shikha Bagai**
Singularity Equity Fund I	Alternate Investment Fund/ Non-Promoter	Nil	0.00	9,00,000	5.94	Dr. Shikha Bagai**
Singularity Equity Fund II	Alternate Investment Fund/ Non-Promoter	Nil	0.00	2,00,000	1.32	Dr. Shikha Bagai**
Priya Bhutra and Bimla Bajaj (on behalf of PM Investment)	Firm/Non-Promoter	Nil	0.00	2,00,000	1.32	Priya Bhutra, Bimla Bajaj
Free India Assurance Services Limited	Bodies Corporate/ Non-Promoter	Nil	0.00	1,00,000	0.66	Mr. Gyanchand Surajmal Mehta, Mrs. Pushpa Gyanchand Mehta and Mrs. Shraddha Manish Mehta
Swati Pokharna	Individual/ Non-Promoter	Nil	0.00	3,00,000	1.98	Not applicable
Renudevi Hisaria	Individual/ Non-Promoter	Nil	0.00	3,00,000	1.98	Not applicable
Hemant Praful Shah	Individual/ Promoter	17,34,080	16.61	19,34,080	12.77	Not applicable
Hanskumar Shamji Shah	Individual/ Promoter	35,26,400	33.78	37,26,400	24.61	Not applicable
Kaushik Hanskumar Shah	Individual/ Promoter	21,03,120	20.14	23,03,120	15.21	Not applicable

\*\*In absence of Natural Person, Dr. Shikha Bagai has been identified as relevant natural person/beneficial owner

502,5<sup>th</sup> Floor, Ecstasy, JSD Road, City of Joy Commercial, Mulund (W), Mumbai-400 080.

Tel. : +91-22-2591 2747

Email: [info@hemantsurgical.com](mailto:info@hemantsurgical.com), [sales@hemantsurgical.com](mailto:sales@hemantsurgical.com), Web : [www.hemantsurgical.com](http://www.hemantsurgical.com)

CIN: L33110MH1989PLC051133