

STEADFAST CORPORATION LIMITED
CIN: L74999TG1995PLC037139
Regd Office: H.No.8-2-293/82/J/B-60, Journalist Colony, Jubilee Hills,
Hyderabad – 500033 Telangana Ph.: 040-23559550
E-mail: steadfastcorp@gmail.com Website: www.steadfastcorp.in

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 and issued by the Ministry of Corporate Affairs (“MCA Circulars”) and read with regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, the resolutions appended below for approval of the shareholders of the Company through postal ballot by remote e-voting process.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all its Members whose email addresses are registered with the Company/Depositories and the communication to assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e voting system. If your email address is not registered with the Company/Depositories, please follow the process provided in the notes to receive this Postal Ballot.

Pursuant to section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof is set out below for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. V.Bhaskara Rao, Practicing Company Secretary (Membership No. FCS 5939 and CP No. 4182), as Scrutinizer for conducting the Postal Ballot through e-voting, in a fair and transparent manner.

Voting through remote E-Voting shall commence from **Thursday, 25th February, 2021 at 9:00 A.M (IST) and ends on Friday, 26th March, 2021 at 5:00 P.M (IST)**. The scrutinizer's decision on the validity of votes shall be final. If a member votes via E-voting only shall be finally considered by the scrutinizer.

Shareholders to exercise their vote by E-Voting:

- Read carefully instructions for E-voting given under.
- Voting shall be closed by CDSL on **26th March, 2021** at 5:00 P.M (IST).

The Scrutinizer after completing the scrutiny of E-Voting will submit his report to the Chairman on or before **27th March, 2021** and results will be announced by the Chairman on **Saturday, 27th March, 2021** at 5:00 P.M (IST).

The results together with the scrutinizer's report will be posted on the Company's website viz. www.steadfastcorp.in and also on the website of CDSL viz. www.cdslindia.com besides being communicated to the Metropolitan Stock Exchange of India Limited (MSEI).

The date of declaration of the result of the postal ballot and remote e-voting shall be treated as the date on which the appended resolutions would be deemed to have been passed, if approved by requisite majority.

In the event the draft resolution as set out in the notice are assented by the requisite majority by means of e-voting shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

SPECIAL BUSINESS:

ITEM NO. 1

TO CONSIDER RESOLUTION ON THE MATTERS SPECIFIED UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under read with SEBI (LODR) regulations 2015, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors (hereinafter referred as the “Board” which term shall be deemed to include any duly constituted Committee of the Board) to sell and transfer the investment i.e the entire 55% stake/share in **M/s VHS Healthcare, Partnership Firm, situated at Tandur Village, Vikarabad District, Telangana** to **Dr. Keesara Vivek Reddy**, Managing Director of the Company, Related party, at a fair value determined by the registered valuer, which in aggregate shall not be less than **Rs. 1,89,92,172/-** (Rupees One Crore Eighty Nine Lakh Ninety Two Thousand One Hundred Seventy Two only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize sale and transfer and to execute necessary documents, deeds, undertaking, agreements and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution and resolve any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit in the interest of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors or to the Chief Financial Officer or to the Company Secretary of the Company, as may be deemed necessary to give effect to this resolution.”

ITEM NO. 2

Approval for Material Related Party Transaction with Related party:

To consider and, if thought fit, to give assent or dissent to pass the following resolution as an ordinary resolution through postal ballot process:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and pursuant to Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with standard listing agreement entered with the Stock Exchanges and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to sell and transfer the investment i.e the entire 55% stake/share in **M/s VHS Healthcare, Partnership Firm, situated at Tandur Village, Vikarabad District, Telangana** to **Dr. Keesara Vivek Reddy**, Managing Director of the Company, Related party, as per the terms and conditions at the arms length basis as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice.”

“**RESOLVED FURTHER** that any one of the director of the company and/or the Audit Committee as may be applicable from time to time authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Audit Committee of Board of the Company in order to give effect to this resolution.”

**By order of the Board
For Steadfast Corporation Limited**

**Sd/-
B. Srinivasarao
Company Secretary
ACS- 60262**

**Place: Hyderabad
Date: 12.02.2021**

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons annexed herewith.
2. In view of the ongoing COVID-19 pandemic and the provisions of MCA Circulars dated April 08, 2020, April 13, 2020, September 28, 2020 and December 31, 2020, the Company has sent this Postal Ballot Notice only through email to all the Members, whose names appear in the Register of Members/List of beneficial Owners as received from Depositories as on **Friday, February 19, 2021** (cut-off date) and who have registered their email addresses with the Company/Depository Participant (DP). A person who is not a Member on the relevant cut-off date should treat this notice for information purpose only.
3. In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and MCA Circulars, the company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the ballot form by post. The company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. Please note that the remote e-voting is the only option to cast votes.
4. Resolution passed by the shareholders through postal ballot through remote E-voting is deemed to have been passed at a general meeting of the shareholders of the company.
5. On account of the threat posed by the COVID 19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members for the Postal Ballot Notice in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) telugu newspaper, each with wide circulation in the State of Telangana, where the registered office of the Company is situated, and published on the Company’s website.
7. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 a.m. and 1:00 p.m. upto the date of declaration of the result of Postal Ballot.

8. It is clarified that if a Member fails to provide or update relevant e-mail address to the Company, their Registrars and Transfer Agents or Depositories/Depository Participants, as the case may be, within the prescribed timelines, the Company will not be in default for not delivering the notice via e-mail.
9. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members / list of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) as on **Friday, February 19, 2021** (closing business hours). The notice will be displayed on the website of the Company (www.steadfastcorp.in) and website of CDSL.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on the day of **Friday, February 19, 2021**.
11. Mr.V. Bhaskara Rao, Practicing Company Secretary (Membership No. FCS 5939 and CP No. 4182) has been appointed as the Scrutinizer to conduct the postal ballot through remote E-voting process in fair and transparent manner.
12. Postal ballot Notice can also be downloaded from the website of the company i.e www.steadfastcorp.in.
13. Members having any queries relevant to voting via postal ballot through E-Voting may mail to Company Secretary steadfastcorp@gmail.com or Call at 040- 23559550.
- 14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, Bank Account and Pancard details with :**
- Our Registrar M/s. XL Softech Systems Limited, 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500034 or mail at xlfield@gmail.com (If having shares in Physical Form)
 - their respective depository Participant (If having shares in Demat Form) for receiving all future communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
- 15. The procedure and instructions for remote e-voting are as under:**
- (i) The voting period commenced on **Thursday, 25th February, 2021 at 9:00 A.M (IST) and ends on Friday, 26th March, 2021 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 i.e **19th February, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on “Shareholders” tab.
 - (iv) Now, select the “Steadfast Corporation Limited” from the drop down menu and click on “SUBMIT”
 - (v) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company

	records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xii) Click on the EVSN for the relevant Company i.e Steadfast Corporation Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App store or Windows Phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ITEM NO. 1

Authorization for sale of entire share in M/s. VHS Healthcare, Partnership Firm:

Members of the Company are requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an ‘undertaking’ for the purposes of Section 180(1)(a) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of ‘substantially the whole of the undertaking’ for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The Audit Committee/Board is of the opinion that the existing operations of Diagnostic business running through M/s. VHS Healthcare , Partnership Firm, will not result in improved working since the starting of the business. The Income and profit which is generating currently not meeting the return on investment. In these circumstances, the Audit Committee/Board is of the view that Company should dispose off entire investment in M/s. VHS Healthcare, partnership Firm situated at Tandur Village, Vikarabad District, Telangana.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer the entire investment in M/s. VHS Healthcare, partnership Firm situated at Tandur Village, Vikarabad District, Telangana to **Dr. Keesara Vivek Reddy**, Managing Director of the Company, Related party, at a fair value determined by the registered valuer, which in aggregate shall not be less than **Rs. 1,89,92,172/-** (Rupees One Crore Eighty Nine Lakh Ninety Two Thousand One Hundred Seventy Two only).

Except Dr. Keesara Vivek Reddy, Managing Director and their relatives, None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this connection.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2

Approval for Material Related Party Transaction with Related party:

It is informed to the members that as explained in item No.1 of explanatory statement of this notice the company is in the process of sale of the entire 55% share in the Partnership Firm M/s. **V H S Healthcare (which is carrying the Diagnostic services) to Dr.Keesara Vivek Reddy, related party and who is also Managing Director of the company.**

Your company has noted that **Dr.Keesara Vivek Reddy, being the Managing Director of the company** fall under the category of a related party of the Company in terms of Regulation 23 of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified and amended from time to time. The provisions of this regulation read with Policy on Related Party Transactions approved and notified by the Audit Committee/Board of Directors of the Company consider a transaction with a related party as material if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the Annual consolidated turnover of the company as per the last audited financial statements of the Company.

Further, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time require all material related party transactions to be approved by the shareholders through an ordinary resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transactions entered into with **Dr.Keesara Vivek Reddy** whether individually and/or in aggregate would exceed the stipulated threshold limit of ten percent of consolidated annual turnover of the Company as per the latest audited financial statements of the Company during a financial year under review. The company therefore requires the approval of the shareholders by an ordinary resolution for entering into such transaction(s)/ arrangement(s) with him. and further approval of the shareholders would required under the provisions of Section 188(1)(b) of the Companies Act, 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party at the arms length basis.

All related parties shall abstain from voting on this resolution.

Further, as per Companies (Meeting of Board and its Power) Rules, 2014, the followings information is mentioned below:-

S · N o	Particulars	Details
1	Name of the related parties	Dr. Keesara Vivek Reddy, Managing Director of M/s. Steadfast Corporation Limited and M/s. VHS Healthcare, Partnership Firm in which company has invested 55% shares as partner.
2	Name of the Director or KMP who is related, if any	Dr. Keesara Vivek Reddy, Managing Director of the Company himself is a related party to this transaction.
3	Nature of relationship	Dr. Keesara Vivek Reddy is the Managing Director of the Steadfast Corporation Limited (SCL) and also party to this transaction. (M/s.VHS Healthcare (promoted by Company) with the control of 55% share and now Steadfast Corporation Limited is proposed to sale of the entire 55% share in aforesaid Partnership Firm to Dr.Keesara Vivek Reddy, Managing Director of the company)
4	Monetary Value	The consideration for the sale of 55% share in the Partnership Firm M/s.VHS Healthcare is Rs. 1,89,92,172/- (Rupees One Crore Eighty Nine Lakh Ninety Two Thousand One Hundred Seventy Two only). The same is arrived based on the Valuation report obtained from registered Valuer as per the valuation guidelines.
5	Nature, material terms and particulars of arrangements	Sale of the 55% share in the Partnership Firm M/s.VHS Healthcare, to Dr.Keesara Vivek Reddy, related party and Being the Managing Director of the company. However such transaction would be at the arm's length basis.

6	Any advance paid or received for the arrangement if any	Nil
7	Tenure of Contract	Not Applicable
8	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on **12th February, 2021** and have approved the proposed arrangements with the Related Party Dr. Keesara Vivek Reddy, Managing Director of the Company and have also decided to seek approval of shareholders by way of ordinary resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

Dr. Keesara Vivek Reddy together with his relatives hold in aggregate 5,00,000 Equity Shares of the Company and being Managing Director is concerned or interested in the ordinary resolution to this Notice. Relevant documents referred to in the Notice and the Statement are available for inspection by the Members at the Registered Office of the Company from 11 am to 5 pm on all working days from the date of despatch of the Notice till the last date for voting.

The Board recommends the Ordinary Resolution set out above in the Notice for approval by the members.

Except Dr.Keesara Vivek Reddy, Managing Director and his relatives, None of the other Directors and/or any Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution

**By order of the Board
For Steadfast Corporation Limited**

**Sd/-
B.Srinivasarao
Company Secretary
ACS- 60262**

**Place: Hyderabad
Date: 12.02.2021**