Gujarat Kidney And Superspeciality Limited

Date: 03.09.2026

**To,**
**BSE Limited**
**Listing Department**
**Phiroze Jeejeebhoy Towers,**
**25th Floor, Dalal Street,**
**Mumbai - 400 001**
**Scrip Code: 544666**

**To,**
**National Stock Exchange of India Limited**
**Listing Department "Exchange Plaza,"**
**C-1, Block G, Bandra – Kurla Complex,**
**Bandra (E), Mumbai - 400 051**
**Scrip Code: GKSL**

Dear Sir/Madam :

Sub: Submission of the Notice of the 7th Annual General Meeting (AGM) for the Financial Year 2025-26.

Pursuant to Regulation 30 of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed the Notice of the 7th Annual General Meeting ("AGM") of Gujarat Kidney And Superspeciality Limited ("the Company") is scheduled to be held on Monday, September 28, 2026, at 9:30 a.m. in physical mode. The said Notice is also available on website of the Company at www.gujaratsuperspecialityhospital.com.

We request to you to inform the members of the exchange accordingly.

Thanking you,
**For Gujarat Kidney and Super Speciality Limited**

VISHAKHA MAHESH PHADKE
Digitally signed by VISHAKHA MAHESH PHADKE
Date: 2026.09.03 16:43:16 +05'30'

**Vishakha Phadke**
**Company Secretary and Compliance Officer**
**M. No. A37675**

**NOTICE**

Notice is hereby given that the **7th Annual General Meeting** of the Members of **Gujarat Kidney And Superspeciality Limited** will be held on **Monday, the 28th day of September, 2026 at 9.30 a.m.** at the Registered Office of the Company situated at Plot No. 1, City Survey 1537/A, Jetalpur Road, Gokak Mill Compound, Alkapuri, Vadodara, Gujarat – 390020, to transact the following business :-

**ORDINARY BUSINESS:**

1. **Adoption of :**
   a) the audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2026 and the Reports of the Directors and the Auditors thereon and

   b) the audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2026 and the Report of the Auditors thereon.

2. **Appointment of a Director retiring by rotation.**
   To appoint a Director in place of Mrs. Anita Bharpoda (DIN: 08644747), who retires by rotation and being eligible, offers her candidature for re-appointment.

**SPECIAL BUSINESS:**

3. **Appointment of Secretarial Auditors**
   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s SPANJ & Associates, Practicing Company Secretaries, Ahmedabad as Secretarial Auditors of the Company for a term of five consecutive years, commencing from financial year 2026-27 till financial year 2030-31 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws;

RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company."

**4. Appointment of Mr Paresh Dhoti as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Paresh Dhoti (DIN: 10387032), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 14.08.2026 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 14.08.2026 to 13.08.2031 (both days inclusive)."

**5. Appointment of Mrs Disha Bharpoda as Independent Director**

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mrs. Disha Bharpoda (DIN: 11897794), who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 24.08.2026 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 24.08.2026 to 23.08.2031 (both days inclusive)."

**6. Approval of Revision in Remuneration of Managing Director**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for increase in the remuneration payable to Mr. Pragnesh Bharpoda (DIN: 01033141), Managing Director of the Company, with effect from October 01, 2026, for the remaining period of his tenure, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting from Rs 18 lacs per annum to Rs 36 lacs per annum;

RESOLVED FURTHER THAT the remuneration payable to Mr. Pragnesh Bharpoda, Managing Director, as may be approved by the Board of Directors from time to time, shall be subject to the overall limits approved by the Members and shall remain within the limits prescribed under the applicable provisions of Sections 197 and 198 of the Act read with Schedule V thereto and the applicable Rules;

RESOLVED FURTHER THAT in the event of the Company profits in any financial year during the remaining tenure of Mr. Pragnesh Bharpoda, the Company be and is hereby authorised to pay to Mr. Pragnesh Bharpoda, the remuneration approved herein, including remuneration in excess of the limits specified under Section II of Part II of Schedule V to the Act, pursuant to this Special Resolution and in accordance with the applicable provisions of the Act and Schedule V thereto;

RESOLVED FURTHER THAT Mr Pragnesh Bharpoda and Mrs Vishakha Phadke, the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution;

**RESOLVED FURTHER THAT** anyone of the Directors and/ or Company Secretary of the Company is severally authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

**7. Approval of Revision in Remuneration of Wholetime Director**

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

**RESOLVED THAT** pursuant to provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act, the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the subsequent approval of the Board of

Directors, the approval of the members of the Company be and is hereby accorded for the revision in the remuneration of Mrs Bharti Pragnesh Bharpoda, Whole-time Director and Chief Operating Officer, as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, from Rs 18 lacs per annum to Rs 24 lacs per annum;

RESOLVED FURTHER THAT the remuneration payable to Mrs. Bharti Pragnesh Bharpoda, Wholetime Director, as may be approved by the Board of Directors from time to time, shall be subject to the overall limits approved by the Members and shall remain within the limits prescribed under the applicable provisions of Sections 197 and 198 of the Act read with Schedule V thereto and the applicable Rules;

RESOLVED FURTHER THAT in the event of the Company having no profits or inadequate profits in any financial year during the remaining tenure of Mrs. Bharti Pragnesh Bharpoda, the Company be and is hereby authorised to pay to Mrs. Bharti Pragnesh Bharpoda, the remuneration approved herein, including remuneration in excess of the limits specified under Section II of Part II of Schedule V to the Act, pursuant to this Special Resolution and in accordance with the applicable provisions of the Act and Schedule V thereto;

RESOLVED FURTHER THAT Mr Pragnesh Bharpoda and Mrs Vishakha Phadke, the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution;

**RESOLVED FURTHER THAT** any of the Directors and/ or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

**8. Approval under Section 180(1)(c) 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)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores only) or equivalent amount in any other foreign currency;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

**9. Approval 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) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed Rs 500 Cr over and above the paid up capital of the Company and its free reserves;

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

**10. Approve increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 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 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.

**11. Approval to advance any loan/give guarantee/provide security under section 185 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 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

**12. Approve related party transactions**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force],and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company by way of an Ordinary resolution be and is hereby accorded to the Board of Directors for execution of contracts by the Company to sell, purchase, or supply any goods or material and to avail or render any service of any nature, whatsoever, leasing of property of any kind, as Board in its discretion may deem proper, subject to complying with the procedures to be fixed by the Board or its Committee, up to an amount and as per the terms and conditions mentioned in the Explanatory Statement with respect to transactions proposed.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters, and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution".

Regd. Office:
Plot No.1, City Survey 1537/A
Jetalpur Road, Gokak Mill Compound,
Alkapuri, Vadodara (Gujarat)
CIN : L85300GJ2019PLC111559
E-mail:cs@guajratsuperspecialityhospital.com

By order of the Board of Directors
Sd/-
**Vishakha Mahesh Phadke**
**Company Secretary & Compliance Officer**
Membership No. A37675

August 24, 2026
Vadodara

**NOTES:**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses to be transacted at the Annual General meeting is annexed to this notice. Further, additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished in Explanatory Statement annexed this Notice.

2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member. A person can act as proxy on behalf of not more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company. In order that the appointment of a proxy is effective, the instrument appointing the proxy must be received at the registered office of the Company not later than 48 hours before the commencement of the AGM.

3. Institutional shareholders/Corporate shareholders [i.e. other than individuals, HUF, NRI etc.] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/ Power of Attorney/Authority letter etc. authorizing their representative to attend the AGM on their behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent from their registered email address to the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to rnt.helpdesk@linkinntime.co.in and to the Company at cs@gujaratsuperspecialityhospital.com.

4. In compliance with the Circulars issued by MCA and SEBI, the Notice of the 7th AGM along with the Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants (DPs). Physical copy of the Notice of the 7th AGM along with Annual Report for financial year 2025-26 shall be sent to those shareholders who request for the same. The Company will also send a letter to shareholders providing the web-link, including the exact path, where complete details of the Annual Report is available, to those Members who have not registered their email address with the Company or RTA or Depositories. [Regulation 36[1] of the Listing Regulations]. Members may note that the Notice and Annual Report will also be available on the Company's website www.gujaratsuperspecialityhospital.com , website of stock exchange i.e. BSE Limited at www.bseindia.com and www.nseinia.com. The Company has published by way of advertisement with required details of the 7th AGM, for information of the members.

   The electronic copy of the Notice, indicates the process and manner of e-voting and contains the attendance slip and proxy form.

5. Copies of the Balance Sheet, the Statement of Profit and Loss, the Directors' Report, the Auditor's Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2026 are annexed / attached.

6. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("Act") and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of AGM and Explanatory Statement will be available for inspection by the Members at the registered office of the Company on all working days between 11 a.m to 4 p.m except Saturday, Sunday and public holidays upto the date of AGM.

7. **Cut-off Date for remote e-voting:**
   The Company has fixed **Monday, 21st September, 2026** as the Cut-off Date for remote e-voting. The remote e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e.21st September, 2026 only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

8. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2026, may follow steps mentioned under "Login method for remote e-voting for individual shareholders holding securities in dematerialized form"

9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.

10. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

11. Members desirous of making a nomination in respect of their shareholding, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form SH-13 (Nomination Form) & SH - 14 (Cancellation or Variation of Nomination) accordingly to the Company or to the office of the Registrar & Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

12. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login), the Company is in process of registration on ODR Portal, till then SCORES platform is available.

13. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING AND E-VOTING DURING AGM
In compliance with the provisions of Section 108 of Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of the Regulation 44 of the Listing Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Link Intime India Pvt. Ltd., on all resolutions set forth in this Notice. As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**INFORMATION AND OTHER INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

**Access through Depositories CDSL/NSDL e-Voting system**

i) The voting period begins on Friday, the 25th September, 2026 (9.00 a.m. IST) and ends on Sunday, the 27th September, 2026 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares, as on the cut-off date of 21st September, 2026 may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) In terms of **SEBI circular no. SEBI/HO/ CFD/ CMD/ CIR/ P/2020/ 242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

iv) The voting rights of the Members will be in proportion to their share of the paid up equity share capital of the Company as on Cut Off date 28.09.2026

v) SPANJ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

vi) The Scrutinizer will within a period not exceeding 2 working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.

vii) The result of e-voting, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.gujaratsuperspecialityhospital.com and on the website of MUFG immediately after declaration of results by the Chairman. The result will simultaneously be communicated to the Stock Exchanges.

viii) The facility for voting through ballot / polling paper will also be made available at the venue of the Annual General Meeting (AGM) The Members attending the meeting who have not already cast their vote through remote e-voting will be able to exercise their voting rights at the AGM. The Members who have already cast their votes through e voting may attend the AGM, but will not be entitled to cast their vote again.

ix) Route map for the venue of the Annual General Meeting is given separately.

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

**REMOTE EVOTING INSTRUCTIONS –**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.*

**Login method for Individual shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode with NSDL

**METHOD 1 - NSDL OTP based login**

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section"
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for IDeAS facility:**

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

**METHOD 3 - NSDL e-voting website**

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 - CDSL e-voting page**

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - CDSL Easi/ Easiest facility:**

**Shareholders registered for Easi/ Easiest facility:**

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for Easi/ Easiest facility:**

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
b) Enter details as under:
1) User ID: Enter User ID
2) Password: Enter existing Password
c) Enter Image Verification (CAPTCHA) Code
d) Click "Submit".
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

| InstaVote USER ID | |
|---|---|
| NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| CDSL | User ID is 16 Digit Beneficiary ID. |
| Shares held in physical form | User ID is Event No + Folio no. registered with the Company |

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

**STEP 2: Steps to cast vote for Resolutions through InstaVote**

a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
b) Select 'View' icon. E-voting page will appear.
c) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
d) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
e) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

**<u>Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")</u>**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

a) Visit URL: https://instavote.linkintime.co.in
b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
c) Fill up your entity details and submit the form.
d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b. Click on "Investor Mapping" tab under the Menu section
c. Map the Investor with the following details:

1. 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2. 'Investor's Name - Enter Investor's Name as updated with DP.
3. 'Investor PAN' - Enter your 10-digit PAN.
4. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

d. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

**STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

**<u>METHOD 1 - VOTES ENTRY</u>**

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**METHOD 2 - VOTES UPLOAD**

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b. After successful login, you will see "Notification for e-voting".
c. Select "View" icon for "Company's Name / Event number".
d. E-voting page will appear.
e. Download sample vote file from "Download Sample Vote File" tab.
f. Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g. Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**HELPDESK:**
**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000 login can contact NSDL helpdesk by sending |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

**Forgot Password:**
Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

| InstaVote USER ID | | |
|---|---|---|
| | NSDL | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
| | CDSL | User ID is 16 Digit Beneficiary ID. |
| | Shares held in physical form | User ID is Event No + Folio no. registered with the Company |

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

**General Instructions – Shareholders**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Regd. Office:
Plot No.1, City Survey 1537/A
Jetalpur Road, Gokak Mill Compound,
Alkapuri, Vadodara (Gujarat)
CIN : L85300GJ2019PLC111559
E-mail:cs@guajratsuperspecialityhospital.com

By order of the Board of Directors
Sd/-
**Vishakha Mahesh Phadke**
**Company Secretary & Compliance Officer**
Membership No. A37675

August 24, 2026
Vadodara

**EXPLANATORY STATEMENT**
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No. 3:**
In terms of provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (LODR) Regulations, 2015, the Board of Directors at its meeting held on August 11, 2025, on recommendation of the Audit Committee, recommend the appointment of SPANJ & Associates, Peer Reviewed and Quality Reviewed Firm of Company Secretaries in Practice, as a Secretarial Auditor of the Company, for a period of five consecutive years commencing from FY 2026-27 till FY 2030-31. SPANJ & Associates, Practicing Company Secretaries, has given his consent to act as the secretarial auditors of the Company and confirmed that his aforesaid appointment (if made) would be within the limits specified by the Institute of Company Secretaries of India. He has also confirmed that he is not disqualified to be appointed as Secretarial Auditors and is in compliance with independence requirements as prescribed under the Auditing Standards issued by the Institute of Company Secretaries of India, and other applicable rules and regulations.

SPANJ & Associates has extensive experience of more than 35 years in the field of Corporate Laws. The firm is backed by a team of qualified and experienced Company Secretaries and provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits.

The details, terms and conditions of appointment (including remuneration) of the Auditor proposed to be appointed, pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, are as follows:

| Sr. No. | Particulars | Details |
|---|---|---|
| 1 | Proposed fees payable to the secretarial auditors along with terms of appointment | The proposed remuneration to be paid to SPANJ & Associates for secretarial audit services for the financial year ending March 31, 2027, is Rs.2,25,000/- (Rupees Two Lac Twenty Five Thousand only) plus applicable taxes and out-of-pocket expense, as may be incurred, in connection with the secretarial audit of the Company.<br><br>The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Auditors. |
| 2 | Basis of recommendation for appointment | The Board and Audit Committee have evaluated and considered various factors such as independence, industry experience across listed entities, technical skills, audit team, audit quality reports, clientele served etc. and found said firm to be best suited to handle the scale, diversity and complexity associated with the secretarial audit of the Company. |

Further, the Company may obtain certifications and avail other permissible services under statutory regulations from SPANJ & Associates, as may be required from time to time on mutually agreed terms.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution. The Board recommends the Special Resolution set out at Item no. 3 of the Notice for approval of the members.

**Item No. 4:**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Paresh Dhoti as an Additional Director in the capacity of an Independent Director of the Company with effect from [Date], subject to the approval of the Members.

Mr. Paresh Dhoti has consented to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has also received:

- a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- consent to act as a Director pursuant to Section 152 of the Act;
- confirmation that he is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other authority; and
- confirmation that he is registered with the Independent Directors' Databank, wherever applicable, and has complied with the applicable proficiency requirements under the Companies Act, 2013.

In the opinion of the Board, Mr. Paresh Dhoti fulfills the conditions specified in the Companies Act, 2013, the SEBI Listing Regulations and is independent of the management. The Board is of the view that his appointment would be beneficial to the Company considering his experience and expertise in the field of Dentistry.

Brief profile of Mr Paresh Dhoti, including details required under the Companies Act, 2013, the Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, is presented below –

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE AGM**

[ Pursuant to SEBI (LODR) Regulations, 2015 and paragraph 1.2.5 of Secretarial Standard-2 on General Meetings]

| | |
|---|---|
| **Name of the Director** | Mr. Paresh Dhoti |
| **Designation** | Non-Executive Independent Director |
| **DIN** | 1038703 |
| **Date of Birth & Age** | 01.05.1980 (46 years) |
| **Nationality** | Indian |
| **Date of first appointment on the Board** | 14.08.2026 |
| **Educational Qualification** | BDS (Bachelor in Dentistry) |

| | |
|---|---|
| **Experience & Expertise** | Mr Paresh Dhoti obtained Bachelor of Dentistry in the year 2006 from Government Medical College, Ahmedabad. Thereafter he started practicing as a Dentist and for last 18 years he is practicing independently in Vadodara. |
| **Terms and conditions of re-appointment** | Not Applicable |
| **Details of remuneration sought to be paid** | Not Applicable |
| **Number of Meetings of the Board attended during the year.** | None |
| **List of Directorship/ Membership / Chairmanships of Committees of other Companies.** | None |
| **Listed entities from which the person has resigned from the directorship in the past three years.** | Not Applicable |
| **Shareholding in the Company as at 31.03.2026** | Nil |
| **Relationship with other directors, manager and other Key Managerial Personnel of the Company.** | None |
| **Skills and capabilities required for the role and the manner in which proposed person meets such requirements.** | Expertise in Patient centric approach, understanding of professional ethics and standards, healthcare sector expertise, clinical and technical expertise. |

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

**Item No. 5:**

Regularization of Mrs Disha Bharpoda

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE AGM**

[ Pursuant to SEBI (LODR) Regulations, 2015 and paragraph 1.2.5 of Secretarial Standard-2 on General Meetings]

| | |
|---|---|
| **Name of the Director** | Mrs. Disha Bharpoda |
| **Designation** | Non-Executive Independent Director |
| **DIN** | 11897794 |
| **Date of Birth & Age** | 24.06.1994 / 32 years |
| **Nationality** | Indian |
| **Date of first appointment on the Board** | 24.08.2026 |
| **Educational Qualification** | MD Radiologist |

| | |
|---|---|
| **Experience & Expertise** | Mrs Disha Bharpoda obtained MD In Radiology in the year 2021 from Baroda Medical College, Maharaja Sayajirao University, Vadodara. Thereafter she worked as a Senior Resident Doctor for 5 years and for last 1 year she is practicing as a Radiologist, independently in Dahod. |
| **Terms and conditions of re-appointment** | Not Applicable |
| **Details of remuneration sought to be paid** | Not Applicable |
| **Number of Meetings of the Board attended during the year.** | None |
| **List of Directorship/ Membership / Chairmanships of Committees of other Companies.** | None |
| **Listed entities from which the person has resigned from the directorship in the past three years.** | Not Applicable |
| **Shareholding in the Company as at 31.03.2026** | Nil |
| **Relationship with other directors, manager and other Key Managerial Personnel of the Company.** | None |
| **Skills and capabilities required for the role and the manner in which proposed person meets such requirements.** | Healthcare and Clinical Expertise, Hospital Operations & Clinical Processes, Medical Ethics & Professional Standards, Healthcare Technology, Patient-Centricity |

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

**Item No. 6 & 7:**

Mr. Pragnesh Bharpoda (DIN: 01033141) and Mrs Pragnesh Bharpoda (DIN: 08644746) were appointed as managing Director and Whole-time Directors respectively for a period of 5 years each, beginning from January 23, 2025 to January 22, 2030 at the Extraordinary General Meeting of the Company held on January 28, 2026.

The Board approved the recommendation of the Nomination and Remuneration Committee vide its meeting held on August 14, 2026, subject to the approval of the shareholders. In view of this, their remuneration is being revised as set out in the resolution no 6 and 7 mentioned hereinabove.

**A) General Information**

| | | |
|---|---|---|
| 1 | Nature of Industry | Multi Speciality Hospital |
| 2 | Date of Commencement of Business | 20-12-2019 |
| 3 | In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus | Not Applicable |

| | | | |
|---|---|---|---|
| 4 | Financial Performance as on March 31, 2026 | **FY 2025-26** | **Rs in Lacs** |
| | | Total Revenue | 4059.47 |
| | | Total Expenses | 2804.77 |
| | | Profit Before Tax | 1254.70 |
| | | Profit After Tax | 990.14 |
| 5 | Foreign investments or Collaborations, if any | Not applicable as on March 31, 2026 | |

**B) Information about Directors**

| S. No | Particulars | Mr Pragnesh Bharpoda | Mrs Bharti Bharpoda |
|---|---|---|---|
| 1 | Background details | | |
| 2 | Past Remuneration | As approved by the shareholders in the EGM dated January 28, 2025 | |
| 3 | Recognition or awards | --- | --- |
| 4 | Job Profile and suitability | | |
| 5 | Remuneration proposed | As mentioned in the resolution | |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The remuneration is commensurate with his qualification/ experience and the size of the company. The remuneration proposed to be paid is in line with the industry standards. | The remuneration is commensurate with her qualification/ experience and the size of the company. The remuneration proposed to be paid is in line with the industry standards. |
| 7 | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any | He holds 3,00,84,250 Equity Shares of the Company and is related to Mrs. Bharti Bharpoda and Mrs. Anita Bharpoda, Directors of the Company. | She holds 87,49,475 Equity Shares of the Company and is related to Mr. Pragnesh Bharpoda and Mrs. Anita Bharpoda, Directors of the Company. |

**C) Other information**

| | | |
|---|---|---|
| 1 | Reasons for loss or inadequate profits | For the FY 2025-26, the company is profitable and growing. The proposed remuneration is within the limits specified under Schedule V of the Companies Act, 2013. In case, if the future profits are inadequate, it might be on account of the market forces, increasing competition, huge capital investment with long gestation period. |
| 2 | Steps taken for improvement | The Company is consistently focusing on reduction of costs and increase in the volume and the quality of the business. |
| 3 | Expected increase in productivity and profits in measurable terms | The Company is in the process of strengthening the performance of all its units, with continued emphasis on the quality of service. This, coupled with several steps being taken to reduce costs, would result in improved growth, performance and profitability. |

Pursuant to Section 102 of the Act, the Board do hereby confirm that except Mr Pragnesh Bharpoda and Mrs Bharti Bharpoda, none of the other directors and key managerial personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding and Directorship of Mrs Anita Bharpoda, in the Company.

The Board hereby recommends the passing of the proposed resolution stated in Items No. 6 and 7 of the notice for approval of members as a special resolution.

**Item 8 & 9 :**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 8 & 9 for approval by the members of the Company as Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item No. 10**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 500 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 10 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item 11**

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 11 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommends the resolution set forth in Item no. 11 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Item No. 12**

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, even if the related party transaction is material by reason that it amounts to 10% or more of the annual consolidated turnover (taken individually or together), only an approval by way of Ordinary Resolution, need be obtained from the Shareholders of the Company.

In the light of the provisions of the Act, the Board of Directors of your Company has approved the proposed transactions along with the limits that the Company may enter into with its related parties.

All the prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and the Rules there under are given below in tabular format for kind perusal of member's approval:

**PARTICULARS OF RELATED PARTY TRANSACTIONS ENTERED FOR THE PURPOSE OF APPROVALS U/S 188 OF THE COMPANIES ACT 2013. (TRANSACTIONS / CONTRACTS CARRIED OUT IN THE ORDINARY COURSE OF BUSINESS)**

| Name of Related Party | Nature of Relationship | Nature of Transaction | Period of Transaction | Maximum value of Transaction (Rs. in lakhs) |
|---|---|---|---|---|
| Pragnesh Bharpoda | Director of Company | Lease Instalment | 1 year | 18 Lakh |
| Vivekkumar Patel | Relative of Director | Professional Fees | 1 year | 50 lakh |
| Nikita Bharpoda | Relative of Director | Professional Fees | 1 year | 50 lakh |
| Pragnesh Bharpoda | Director of Company | Professional Fees | 1 year | 50 lakh |
| Raj Palmland Hospital Pvt Ltd | Subsidiary Company | Interest expenses | 1 year | 10 Lacs |

Members are hereby informed that pursuant to second proviso of section 188(1) of the Act, no member of the Company shall vote on such Resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. The Board of Directors of your Company has approved this item and recommends the resolution as set out in the notice for approval of members of the Company as Ordinary Resolution.

None of the Directors, Key Managerial Person(s), except the Directors to whom the payments are proposed to be made, are in any way, concerned or deemed to be interested in the proposed Resolutions. The Board seeks approval of the aforesaid resolution from the Members as Ordinary Resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

All the documents referred to in the accompanying Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Corporate Office of the Company during 11:00 A.M. to 1:00 P.M on any working day (excluding Saturday and Sunday) up to the date of the meeting.

**Additional Information: Details of Directors seeking re-appointment/appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard – 2 are as under: Item No. 2: To appoint a director in place of Mrs. Anita Bharpoda (DIN: 08644747), who retires by rotation and being eligible, offers herself for the re-appointment.**

| | |
|---|---|
| Name of the Director | Mrs Anita Bharpoda |
| Director Identification Number (DIN) | 08644747 |
| Designation and Category of Director | Non Executive Director |
| Date of Birth & Age | 01.12.1966, 59 years |

| | |
|---|---|
| Date of First Appointment on Board | 20/12/2019 |
| Qualification | No formal Educational Qualification |
| Brief Profile and experience | She has an experience of more than 10 years in administration and management of Hospital and Pharmacy. She is associated as a director in our company since incorporation |
| Nature of Expertise in specific functional area | Rich experience in various areas of business, operations and societal and governance matters |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | • Mr Pragnesh Bharpoda, Managing Director, (Mother)<br>• Mrs Bharti Bharpoda, Wholetime Director, (Mother in law) |
| Terms and conditions of appointment/ reappointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013 |
| Details of Remuneration last drawn i.e. during F.Y. 2025-26 | Nil |
| Shareholding in the company as on March 31, 2026 (including shareholding as a beneficial owner) | 87,50,000 equity shares of Rs 2 each of the company (11.098%) |
| Number of Meetings of the Board held & attended during the F.Y. 2025-26 | |
| Directorship in Listed Entities as on 24.08.2026 (Date of Notice of AGM) | Gujarat Kidney And Superspeciality Limited |
| Directorships held in other companies (excluding Foreign Companies) | Raj Palmland Hospital Private Limited |
| Memberships/Chairmanships of committees of other companies (excluding Foreign Companies) | Nil |
| Listed Entities from which the Director has resigned in the past three years | Nil |

By order of the Board of Directors

Sd/-

**Vishakha Mahesh Phadke**
**Company Secretary & Compliance Officer**
Membership No. A37675
August 24, 2026
Vadodara

Regd. Office :

Plot No.1, City Survey 1537/A,
Jetalpur Road, Gokak Mill Compound,
Alkapuri, Vadodara (Gujarat)
CIN : L85300GJ2019PLC111559

E-mail:
cs@guajratsuperspecialityhospital.com