

GPTHEALTH/CS/SE/2024-25

April 8, 2024

The Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400001 Scrip Code: 544131	National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Symbol: GPTHEALTH
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Dear Sir/Madam

Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to our intimation letter No. GPTHEALTH/CS/SE/2023-24 dated March 21, 2024, please find enclosed herewith the copy of the Postal Ballot Notice together with the Explanatory Statement.

The aforesaid notice is being sent to all the eligible Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Tuesday, April 02, 2024 (the “Cut-off date”).

The e-voting period commences on Wednesday, April 10, 2024 (9:00 AM IST) and ends on Thursday, May 09, 2024 (5:00 PM IST). The Results of the Postal Ballot/E-Voting will be declared within two working days from the conclusion of remote e-voting (i.e on or before Monday, May 13, 2024)

The said Postal Ballot Notice will also be made available on the website of the Company at www.ilshospitals.com.

Kindly take the aforesaid information on record and oblige.

Thanking You,

Yours sincerely,

For GPT Healthcare Limited

Ankur Sharma
Company Secretary and Compliance Officer
M.No A31833

Encl: A/a



GPT HEALTHCARE LIMITED

Corporate Identification Number (CIN): U70101WB1989PLC047402

Regd. Office: GPT Centre, JC-25, Sector - III, Salt Lake,
Kolkata -700106; West Bengal (India)

Tel: +91-33-4050-7000; **Email:** ghl.cosec@gptgroup.co.in

Website: www.ilshospitals.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014; Circulars issued by the Ministry of Corporate Affairs, Government of India and Circulars issued by the Securities and Exchange Board of India ('SEBI')]

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("**the Act**"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("**the Management Rules**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be considered and passed by the Members of **GPT Healthcare Limited** (hereinafter referred to as "**the Company**") by Postal Ballot through remote e-voting process.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on **Tuesday, April 02, 2024 (the "Cut-off date")** received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Link Intime India Private Limited, the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA").

The Company has engaged Services of Link Intime India Private Limited (LINK INTIME) to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically not later than **5:00 PM IST on May 09, 2024** (the last day to cast vote electronically).

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement under Section 102(1) of the Act, forming part of the Notice, pertaining to the proposed resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration. Members may note that the Postal Ballot Notice is also available on the Company's website: www.ilshospitals.com. The Postal Ballot Notice will also be available on website of LINK INTIME (<https://instavote.linkintime.co.in>) and on the website of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com

The Board of Directors has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, (Membership No. F2699, CP No.2948) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before **May 13, 2024** and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting

shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.ilshospitals.com and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of LINK INTIME i.e., <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS:

ITEM No. 1: Continuation of Mr. Dwarika Prasad Tantia (DIN:00001341) as Chairman and Whole Time Director of the Company upon attaining the age of Seventy years:

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

"RESOLVED THAT pursuant to section 196(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Chairman and Whole Time Director by Mr. Dwarika Prasad Tantia (DIN: 00001341) upon attaining the age of 70 (Seventy) years on May 27, 2024, on the existing terms and conditions duly approved in the Extra Ordinary General Meeting through a Special Resolution passed on October 1, 2021."

"RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Extra Ordinary General Meeting dated October 1, 2021 with respect to the appointment of Mr. Dwarika Prasad Tantia, as Chairman and Whole Time Director shall continue to remain in full force and effect"

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

By Order of the Board of Directors
For **GPT Healthcare Limited**

Registered office:
GPT Centre, JC-25, Sector - III, Salt Lake
Kolkata -700106; West Bengal, India
Date: March 19, 2024
Place: Kolkata

Sd/-
Ankur Sharma
Company Secretary and Compliance Officer
ACS: 31833

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Tuesday, April 02, 2024 (**the "Cut-off date"**) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("RTA"). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.ilshospitals.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of LINK INTIME (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>.

3. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Link Intime India Private Limited (LINK INTIME), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting

that are provided as part of this Postal Ballot Notice before casting their vote.

4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., Tuesday, April 02, 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
5. The e-voting period commences on Wednesday, April 10, 2024 (9:00 AM IST) and ends on Thursday, May 09, 2024 (5:00 PM IST). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, April 02, 2024 may cast their vote electronically. The e-voting module shall be disabled by LINK INTIME for voting after May 09, 2024 (5:00 PM IST). Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
6. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, LINK INTIME by e-mail at enotices@linkintime.co.in, Tel: 022-4918 6000 or the Company at ghl.cosec@gptgroup.co.in, Tel: 033-4050 7000.
7. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., May 09, 2024.
8. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before May 13, 2024 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.ilshospitals.com and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of LINK INTIME, <https://instavote.linkintime.co.in>.

In accordance with the MCA Circulars, Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form are requested to provide their email addresses to Link Intime by sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at ghl.cosec@gptgroup.co.in.

Any queries/grievances pertaining to the E-voting process you may refer to the Frequently Asked Questions (FAQs) for Members and E-voting user manual for Members available at the Downloads sections of InstaVote E-voting manual available at <https://instavote.linkintime.co.in> or contact LIPL at the following toll free no.: Tel: 022 - 4918 6000.

Procedure for Remote e-voting

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LINK INTIME, on the resolution set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The period of remote e-voting are set out below:

Commencement of e-voting	End of remote e-voting
Wednesday, April 10, 2024 (9:00 AM IST)	Thursday, May 09, 2024 (5:00 PM IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LINKINTIME upon the expiry of the aforesaid period.

The 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.

The login method for shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name i.e., LINKINTIME, and you will be re-directed to 'InstaVote' website for casting your vote during the remote e-voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on the company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to the e-voting website of LINKINTIME for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on My Easi New (Token). • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e., LINKINTIME. Click on LINKINTIME you will be redirected to InstaVote website for casting the vote during remote e-voting period. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration • Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., LINKINTIME, click on LINKINTIME and you will be redirected to InstaVote website for casting the vote during remote e-voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to e-voting service provider website i.e., InstaVote website for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in Physical mode/ Non Individual Shareholders holding shares in Demat mode & evoting service Provider is LINKINTIME.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - A. User ID: Enter your User ID details as given below :</p> <table border="1" data-bbox="411 412 1442 667"> <thead> <tr> <th>Manner of User ID holding shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For Members who hold shares in demat account with CDSL</td> <td>16 Digit Beneficiary ID</td> </tr> <tr> <td>For Members who hold shares in demat account with NSDL</td> <td>8 Character DP ID followed by 8 Digit Client ID</td> </tr> <tr> <td>For Members who holds shares in physical form</td> <td>Event No. + Folio Number registered with the Company</td> </tr> </tbody> </table> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable). C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> Shareholders holding shares in CDSL form, shall provide ‘C’ or ‘D’ above. Shareholders holding shares in NSDL form, shall provide ‘D’ above Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’ shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> ➤ 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). ➤ Click “confirm” (Your password is now generated). <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>	Manner of User ID holding shares	User ID	For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID	For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID	For Members who holds shares in physical form	Event No. + Folio Number registered with the Company
Manner of User ID holding shares	User ID								
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID								
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID								
For Members who holds shares in physical form	Event No. + Folio Number registered with the Company								
<p>Cast your vote electronically</p>	<p>i. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. ii. E-voting page will appear. iii. 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). iv. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. 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.</p>								

Guidelines for Institutional shareholders:

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LINKINTIME at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel. 022 4918 6000.

Helpdesk for 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 login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

Individual Shareholders holding securities in Physical mode have forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on 'Login' under 'SHAREHOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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".

Process for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolution set out in this notice:

- In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by e-mail to ghl.cosec@gptgroup.co.in or rnt.helpdesk@linkintime.co.in.
- In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) to ghl.cosec@gptgroup.co.in. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- Alternatively, members may send a request to enotices@linkintime.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members

holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

The Shareholders of the Company on the recommendation of the Board of Directors ("Board") and Nomination & Remuneration Committee ("NRC") of the Company at the Extra Ordinary General Meeting held on October 01, 2021 approved appointment of Mr. Dwarika Prasad Tantia (DIN: 00001341) as Chairman and Whole Time of the Company for a period of three (3) years commencing from October 1, 2021 to September 30, 2024 by a special resolution under the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013. Mr. Dwarika Prasad Tantia, Chairman and Whole Time Director will attain the age of 70 years on May 27, 2024. The Company seeks consent of the members by way of special resolution for the continuation of the employment services of the appointment of Mr. Dwarika Prasad Tantia (DIN: 00001341) as Chairman and Whole Time Director of the Company on attaining the age of 70 (Seventy) years under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the Special Resolutions for your approval.

Mr. Dwarika Prasad Tantia has been associated with our Company since January 10, 2005. He graduated from the University of Calcutta in 1974. He has over 41 years of experience in the infrastructure and healthcare industry. He is the founding member of ILS Hospitals and oversees international business development, project execution and new business ventures. He has been appointed as the Honorary Consul of the Republic of Ghana in Kolkata. The Board is of the view that continuation of the employment services of Mr. Tantia as Chairman and Whole Time Director of the Company would continue to benefit the Company, given the knowledge, experience and performance of Mr. Dwarika Prasad Tantia, and contribution to Board processes by him.

In the opinion of the Board, he fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for the continuation of the appointment as a Chairman and Whole Time Director of the Company.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an **Annexure-A** to the notice.

This explanatory statement and the resolution at Item no. 1 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Pursuant to Sec.196(3) members approval by special majority is required for Continuation of services by Whole Time Director of the Company upon attaining the age of Seventy years therefore the Board recommends the passing of the special resolution at Item No. 1 of the accompanying notice.

Mr. Dwarika Prasad Tantia holds 300 equity shares as on date. However, being interested, he shall abstain himself from voting on the resolution.

Except Mr. Dwarika Prasad Tantia, Mrs. Kriti Tantia none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, in the resolution set out at the accompanying Notice.

By Order of the Board of Directors
For **GPT Healthcare Limited**

Registered office:
GPT Centre, JC-25, Sector - III, Salt Lake
Kolkata -700106; West Bengal, India
Date: March 19, 2024
Place: Kolkata

Sd/-
Ankur Sharma
Company Secretary and Compliance Officer
ACS: 31833

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of the Director & Designation	Mr. Dwarika Prasad Tantia, Chairman and Whole Time Director
Director Identification Number (DIN)	00001341
Date of Birth and Age	May 27, 1954 (69 Years)
Date of first appointment on the Board	January 10, 2005
Qualifications	Graduate
Brief Resume, Experience and Expertise	As appearing in the explanatory statement of this notice.
Terms and conditions of appointment / reappointment	Appointed for a period of three (3) years commencing from October 1, 2021 to September 30, 2024.
Details of remuneration sought to be paid	The Company shall pay remuneration to Mr. Dwarika Prasad Tantia as per the terms approved by the shareholders of the Company at Extra Ordinary General Meeting held on October 01, 2021.
Remuneration last drawn by such person, if applicable	198.00 Lakhs p.a
Shareholding in GPT Healthcare Limited	300 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Except Mrs. Kriti Tantia, CFO of the Company, not inter se related to any other director or Key Managerial Personnel.
Number of Meetings of the Board attended during the year	8 (Eight)
Directorships held in other companies	Indian Companies <ul style="list-style-type: none"> • GPT Infraprojects Limited • GPT Sons Private Limited Foreign Companies <ul style="list-style-type: none"> • GPT Concrete Products South Africa (Pty.) Limited
Details of Membership/ Chairmanship*	Nil

*The Companies in which the Director holds position of Director and is a member of that Company's Audit Committee/ Stakeholders committee is taken into consideration. Companies include listed as well as unlisted entities.