

Notice

GPT HEALTHCARE LIMITED

[CIN: L70101WB1989PLC047402]

Registered Office: GPT Centre, JC-25, Sector III

Salt Lake, Kolkata-700106, West Bengal, India

Tel No.: + 91-33-4050-7000; Email: ghl.cosec@gptgroup.co.in

Website: www.ilshospitals.com

NOTICE OF THE 35TH ANNUAL GENERAL MEETING

Notice is hereby given that the 35th (Thirty Fifth) Annual General Meeting ("AGM/Meeting") of **GPT Healthcare Limited** ("Company") will be held on **Thursday, July 25, 2024 at 3.00 P.M. (IST)** through Video Conferencing and Other Audio-Visual Means ("**VC/OAVM**"), to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company as at and for the Financial Year ended March 31, 2024 together with Reports of Board of Directors and Auditors thereon.
2. To confirm payment of Interim Dividends of ₹ 2 per Equity Shares of face value of ₹ 10 each, and to declare Final Dividend of ₹ 1.50 per Equity Shares for the financial year 2023-24.
3. To appoint a Director in place of Dr. Aruna Tantia (DIN: 00001347), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider the appointment of S R Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company in place of Singhi & Co, Chartered Accountants (Firm Registration No. 302049E), the retiring Statutory Auditors and in this connection, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommend by the Audit Committee ("AC") and the Board of Directors ("Board"), approval of the members be and is hereby accorded for appointment of S R Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), as Statutory Auditors of the Company to hold office for a period of 5(five) consecutive years from the conclusion of ensuing 35th Annual General Meeting till the conclusion of 40th Annual General Meeting of our Company to be held in the year 2029 to conduct the audit of accounts of the Company from Financial year 2024-25 till the financial year 2028-29 in place of Singhi & Co,

Chartered Accountants (Firm Registration No. 302049E), the retiring Statutory Auditors, at an annual remuneration/fees of ₹ 45,00,000 (Rupees Forty Five Lakhs Only) plus out of pocket expenses and taxes as applicable from time to time for the purpose of audit of the Company's accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the tenure of the auditors, as may be mutually agreed with the Statutory Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary and Compliance Officer of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

AS SPECIAL BUSINESS:

5. To ratify the Remuneration of Cost Auditors for the FY 2024-25 and in this regard 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 section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee ("AC"), the remuneration payable to S.K. Sahu & Associates, Cost Accountants (Membership No. 28234) of Kolkata, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2024-25, amounting to ₹ 40,000 (Rupees Forty Thousand Only) plus taxes as applicable and reimbursement of out of pocket expenses) be and is hereby ratified.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this

connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

6. Fixation of charges for service of documents through a particular mode, if requested by a shareholder:

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

“**RESOLVED THAT** pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and pursuant to the recommendation of Board of Directors (“Board”), whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

7. Reappointment of Mr. Dwarika Prasad Tantia as Executive Chairman:

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 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals or permissions, as may be necessary and

as per the recommendation of Nomination & Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Dwarika Prasad Tantia (DIN:00001341), as the Executive Chairman of the Company for a further period of three (3) years commencing from October 01, 2024 to September 30, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below;

1. Salary: ₹ 20,00,000 per month with effect from October 01, 2024 with such increments as the Committee/ Board may approve from time to time, subject however to a ceiling of ₹ 30,00,000 per month as Basic Salary plus 1% commission of the net profits of the Company.
2. Perquisites:
 - a. Medi-claim Group Insurance: As per the rules of the Company
 - b. Club Fees payable: Subject to maximum of two clubs
 - c. Personal Accident Insurance: As per the rules of the Company
 - d. Leave: As per the rules of the Company
 - e. Gratuity: As per the rules of the Company
 - f. Bonus: As per the rules of the Company
 - g. Performance Linked Incentive (PLI): As may be decided by the Committee/Board from time to time subject to maximum of 30% of annual salary
 - h. Company’s Cars and Telephone: Use of Company’s Cars along with driver and telephone at the residence and Mobile phone for official use purposes
 - i. Any other allowances: As per rules of the Company
3. Other terms & Conditions:
 - a. Period of appointment: October 1, 2024 to September 30, 2027
 - b. The appointment may be terminated by either party by giving three months’ notice in writing
 - c. Mr. Dwarika Prasad Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Dwarika Prasad Tantia, where in any financial year during the currency of tenure of Mr. Dwarika Prasad Tantia, the Company has no profits or its profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Dwarika Prasad Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary and Compliance Officer of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient including filing of necessary forms for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

8. Reappointment of Mr. Anurag Tantia as Executive 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 Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals or permissions, as may be necessary and as per the recommendation of Nomination & Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Anurag Tantia (DIN:03118844), as Executive Director of the Company for a further period of three (3) years commencing from October 01, 2024 to September 30, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary: ₹ 12,00,000 per month with effect from October 01, 2024 with such increments as the Committee/ Board may approve from time to time, subject however to a ceiling of ₹ 24,00,000 per month as Basic Salary.

2. Perquisites:

- a. Medi-claim Group Insurance: As per the rules of the Company
- b. Club Fees payable: Subject to maximum of two clubs
- c. Personal Accident Insurance: As per the rules of the Company
- d. Leave: As per the rules of the Company
- e. Gratuity: As per the rules of the Company
- f. Bonus: As per the rules of the Company
- g. Performance Linked Incentive (PLI): As may be decided by the Committee/Board from time to time subject to maximum of 30% of annual salary
- h. Company’s cars and Telephone: Use of Company’s cars along with driver and telephone at the residence and Mobile phone for official use purposes
- i. Long Term Employer – Employee Insurance Policy: As per the rules of the Company
- j. Any other allowances: As per rules of the Company”

“RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Anurag Tantia, where in any financial year during the currency of tenure of Mr. Anurag Tantia, the Company has no profits or its profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Anurag Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary and Compliance Officer of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient including filing of necessary forms for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

9. Revision of Remuneration of Mrs. Kriti Tantia as Chief Financial Officer (CFO), holding place of profit in the company in terms of Section 188(1)(f) 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 188 (1) (f) read with Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, and as recommended by the Audit Committee (“AC”), Nomination and Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the revision of remuneration payable to Mrs. Kriti Tantia, Chief Financial Officer, a relative of Mr. Dwarika Prasad Tantia, Executive Chairman of the Company, for holding an office or place of profit in the Company with effect from April 1, 2024 at a monthly remuneration as detailed hereunder, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of her appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mrs. Kriti Tantia.”

1. Salary : ₹ 8,00,000 per month with effect from April 1, 2024 with such increments as the Board may approve from time to time, subject however to a ceiling of ₹ 16,00,000 per month as Basic Salary.
2. Perquisites:
 - a. Medi-claim Group Insurance: As per the rules of the Company
 - b. Club Fees payable: Subject to maximum of two clubs
 - c. Personal Accident Insurance: As per the rules of the Company
 - d. Leave: As per the rules of the Company
 - e. Gratuity: As per the rules of the Company
 - f. Bonus: As per the rules of the Company
 - g. Performance Linked Incentive (PLI): As may be decided by the committee/ Board from time to time subject to maximum of 30% of annual salary

- h. Company Car and Telephone: Use of Company’s Car along with driver and telephone at the residence and Mobile phone for official use purposes

- i. Any other allowances: As per rules of the Company

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary and Compliance Officer of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient including filing of necessary forms for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

10. Payment of Professional Fees i.e. Doctors Consultancy Fees to Dr. Ghanshyam Goyal, Non-Executive Director of the Company:

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 Regulation 17(6)(ca) of the 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], and as recommended by the Nomination and Remuneration Committee (“NRC”) and the Board of directors (“Board”) of the Company, the consent of Company be and is hereby accorded for payment of Doctor Consultancy Fees to Dr. Ghanshyam Goyal (DIN: 00234246) as the Non-Executive Director of the Company, for the Financial Year 2024-25, as approved by the Members at the Extra Ordinary General Meeting held on October 1, 2021, (which may exceeds fifty percent of total remuneration payable to all Non- Executive Directors for the financial year 2024-25).”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or Company Secretary and Compliance Officer of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient including filing of necessary forms for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

For and on behalf of the Board
For GPT Healthcare Limited

Date: May 21, 2024
Place: Kolkata

Registered Office: -
GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700106

Ankur Sharma
Company Secretary and Compliance Officer
M. No A31833

Notes:

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") read together with other previous Circulars issued by MCA in this regard (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI") read together with other previous Circulars issued by SEBI in this regard (collectively referred to as "SEBI Circulars"), companies are permitted to convene the AGM through VC or OAVM without physical presence of the Members at a common venue till September 30, 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the AGM through VC/ OAVM is explained hereunder and is also available on the website of the Company at www.ilshospitals.com.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

Further, additional information pursuant to 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking re-appointment at this AGM as mentioned in Item No. 3, 7 and 8 of this AGM Notice is provided as **Annexure-A** to the notice.
3. Generally, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to daga.ashok@gmail.com with a copy marked to evoting@nsdl.com and ghl.cosec@gptgroup.co.in.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report 2024 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2024 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Members can raise questions during the meeting or in advance at ghl.cosec@gptgroup.co.in. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
8. Members are requested to support "Green Initiative" by registering / updating their e-mail address (es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Link Intime India Private Limited, Registrar and Share Transfer Agent (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA at kolkata@linkintime.co.in or ghl.cosec@gptgroup.co.in, to enable the Company to send electronic communications.
9. Members holding shares in physical form are requested to intimate Registrar and Share Transfer Agent of the Company viz. Link Intime India Pvt. Limited, Unit: GPT Healthcare Limited, Room Nos.: 502 & 503, 5th Floor, Vaishno Chamber, Kolkata – 700 001 for updating their registered address, email address, bank account details, NECS (National Electronic Clearing Services) mandate and changes therein, if any. Members holding shares in electronic form are requested to update such details with their respective Depository Participants.
10. SEBI vide its latest Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical

securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after April 01, 2024, such Folios shall be frozen by the RTA. Such shareholder will not be eligible to lodge grievance or avail service request from Link Intime India Private Limited with effect from April 01, 2024, in entirety and such shareholders will also not be eligible to receive dividend in physical mode. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4. Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on <https://liiplweb.linkintime.co.in/KYC-downloads.html> for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 19, 2024 to Thursday, July 25, 2024 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of the Members eligible for final dividend on equity shares for the financial year ended March 31, 2024, if declared at the Annual General Meeting.
12. The Board of Directors at its meeting held on May 21, 2024, had recommended payment of final dividend on equity shares @ ₹ 1.50 (15%) per equity share on the face value of ₹ 10 for the financial year 2023-24. The dividend so recommended by the Board, if declared by the members at the Annual General Meeting, shall be paid within statutory time limit to those members (a) whose names appear as beneficial owners at the end of the business hours on Thursday, July 18, 2024 being the record (cut off) date in the list of beneficial owners to be provided by NSDL and CDSL in respect of shares held in electronic (demat) form and (b) whose names appear in the Register of Members of the Company on Thursday, July 18, 2024, after giving effect to valid transmission/ transposition requests lodged with the Company as of the close of business hours on July 18, 2024.
13. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961. The above referred Final Dividend will be paid after deducting the tax at source as follows:

Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10 %*	Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode).
Without PAN/ Invalid PAN	20%	N.A.
Submitting Form 15G/ Form 15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions.
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.
An Insurance Company as specified under Sec 194 of the Income Tax Act, 1961	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested PAN.
Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate.
Any Other	Rate as per Governing Law	Submission of necessary documents as required under law and to the satisfaction of the Company.

* Notwithstanding the above, tax would not be deducted on payment of dividend to resident Individual shareholder, if total dividend to be paid in any financial year does not exceed ₹ 5,000.

Non-Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	None
Other Non-resident shareholders	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	Update/Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode). In order to apply the Tax Treaty rate, ALL the following documents would be required: 1) Copy of Indian Tax Identification number (PAN). 2) Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident. 3) Form 10F duly filled and signed. 4) Self-declaration from Non-resident, primarily covering the following: <ul style="list-style-type: none"> - Non-resident is eligible to claim the benefit of respective tax treaty - Non-resident receiving the dividend income is the beneficial owner of such income - Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India.
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.
Any Other	Rate as per Governing Law	Submission of necessary documents as required under law and to the satisfaction of the Company.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.

The aforesaid documents, as applicable, should be sent to the RTA / Company on or before July 18, 2024 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post July 18, 2024 shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

No claim shall lie against the Company for such taxes deducted.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company shall arrange to e-mail the soft copy of TDS certificate to a Shareholders on receipt of request at ghl.cosec@gptgroup.co.in for tax deducted at source as per the prescribed law at your registered email id. The tax credit can also be viewed in Form 26AS with your login credentials at TRACES or e-filing income tax department website in due course, post payment of the said Dividend. The tax credit can also be viewed in Form 26AS.

14. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.
15. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability

of NECS/ECS/NEFT facility, the dividend would be paid through warrants/ DDs and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants/DDs as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants /Demand Drafts will be sent to their registered addresses.

16. Members are requested to note that dividend warrant if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF.
17. Relevant documents referred to in the Notice as well as annual accounts will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting. The notice of 35th Annual General Meeting and Annual Report of your Company for Financial Year 2023-24 would also be made available on the Company's website: www.ilshospitals.com
18. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 and register of Contracts and arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members during the AGM in electronic mode. Members can inspect the same by sending an e mail to g hl.cosec@gptgroup.co.in.
19. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
20. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary and Compliance officer at g hl.cosec@gptgroup.co.in to facilitate clarifications during the AGM.
21. The venue of the AGM shall be deemed to be the Registered Office of the Company at GPT Centre, JC 25, Sector- III, Salt Lake, Kolkata – 700 106.
22. Certain Instructions in the AGM Notice may or may not be relevant and to be considered as General Instructions and information purpose only.

23. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

VOTING THROUGH ELECTRONIC MEANS

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as

amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
 - c) The remote e-voting period commences on Monday, July 22, 2024 (at 9.00 a.m. IST) and ends on Wednesday, July 24, 2024 (at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record (cut off) date i.e., Thursday, July 18, 2024, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
24. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the record (cut off) date i.e., Thursday, July 18, 2024.
 25. Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the record (cut off) date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

26. Instructions for shareholders to vote electronically:

Remote e-Voting Instructions for shareholders:

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to daga.ashok@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on: 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ghl.cosec@gptgroup.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ghl.cosec@gptgroup.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining AGM through VC/OAVM shall open 30 minutes before the time scheduled for AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.

4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ghl.cosec@gptgroup.co.in. The same will be replied by the company suitably.

Instructions for Shareholders/ Members to Speak (Speaker registration) during the Annual General Meeting :

1. Shareholders who would like to speak during the meeting must register their request by Thursday, July 18, 2024 with the company on the email id ghl.cosec@gptgroup.co.in mentioning their name, demat account number/folio number, e-mail id, mobile number created for the general meeting.

Further, Members who would like to seek any information with regard to the Accounts or any matter to be placed at the Meeting are requested to write to the Company in advance within the aforesaid date and time, by following the similar process as stated above. The same will be replied by the Company suitably.

2. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 35th AGM.
4. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

OTHER INSTRUCTIONS:

- (i) The results of the e-voting will be declared not later 2 working days of conclusion of the AGM.
- (ii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, July 18, 2024 being the record (cut off) date.
- (iii) A copy of this notice has been placed on the website of the Company and the website of NSDL.

- (iv) Mr. Ashok Kumar Daga, Practicing Company Secretary (Certificate of Practice Number 2948) has been appointed as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results along with the Scrutinizer's Report shall also be placed on the website of NSDL, and will also be displayed on the Company's website.
- (vi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, July 25, 2024.
27. Details of the directors seeking re-appointment vide Item No. 3, 7 and 8 in pursuance 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) is detailed in **Annexure-A** of this notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 4

Though not statutorily required, the following is being provided as an additional information to the Members as required by amended SEBI (LODR) Regulations.

Singhi & Co., Chartered Accountants, were re-appointed at the 31st Annual General Meeting of the Company held on August 28, 2020 for their Second Term for period of 4 years from the conclusion of the 31st Annual General Meeting of the company till the conclusion of 35th Annual General Meeting of the Company to conduct the audit of accounts of the Company from Financial year 2020-21 till the financial year 2023-24.

Singhi & Co will retire by virtue of Section 139(2) of the Companies Act, 2013, from conclusion of this 35th Annual General Meeting of the Company. The Board of Directors places on record its appreciation for the services rendered by Singhi & Co, Chartered Accountants as the Statutory Auditors of the Company.

Based on the recommendation of Audit Committee, the Board of Directors at its meeting held on May 21, 2024 recommended the appointment of S R Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company in place of Singhi & Co, Chartered Accountants (Firm Registration No. 302049E), the retiring Statutory Auditors, to hold office for a period of 5 (five) consecutive years from the conclusion of ensuing 35th Annual General Meeting till the Conclusion of 40th Annual General Meeting of your Company to

conduct the audit of accounts of the Company from Financial year 2024-25 till the financial year 2028-29 at a remuneration of remuneration/fees of ₹ 45,00,000 (Rupees Forty Five lakh only) plus out of pocket expenses and taxes as applicable from time to time in connection with Statutory Audit of accounts of the Company.

The power may be granted to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration of the said auditors during their tenure in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) for the time being in force), from S R Batliboi & Co LLP, Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- A. Proposed fees payable to the statutory auditor(s):** Annual Remuneration of ₹ 45,00,000 plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of accounts of the Company.
- B. Terms of appointment:** Appointment as Statutory Auditors of the Company from conclusion of 35th AGM up to conclusion of 40th AGM to carry out Audit of the Annual Financial Statements and Annual Financial Results of the Company and Limited Review of the Unaudited Quarterly Financial Results of the Company. All other terms of appointment shall be as per Letter of Engagement.
- C. In case of a new auditor, any material change in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** Annual Remuneration of the new auditor is proposed to be ₹ 45,00,000 plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of accounts of the Company, which is higher than the retiring auditor on account of the quarterly audit / review and other requirements as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be done by the new auditors, as the Company got listed on February 29, 2024. The increased fees commensurate with the size of the Company, audit coverage and scope of work.
- D. Basis of recommendation for appointment:** The Board of Directors and Audit Committee have considered various evaluation criteria with respect to skillset, governance & competences and recommend their appointment to the Shareholders of the Company.

The Remuneration proposed to be paid to the Statutory Auditors during their term shall be commensurate with the services to be rendered by them during their said tenure. 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 Statutory Auditors.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, technical knowledge etc., and found to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company

E. Credentials of the Statutory Auditors proposed to be appointed: S. R. Batliboi & Co. LLP ("the Firm") is limited liability partnership firm incorporated in India and is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with (ICAI Firm Registration No. 301003E/E300005). The Firm is part of S. R. Batliboi & Affiliates, a network of firms registered with the ICAI.

The Firm was established in 1949 with its registered office in Kolkata and has offices across key cities in India. The Firm has a valid Peer Review certificate. All the network firms including the Firm are primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. They along-with its network firms audit several large listed and private companies across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment, Telecommunications and Professional Services.

The Firm primarily provides audit and assurance services, tax and advisory services, to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board recommends the **Ordinary resolution** set out in Item No. 4 of the Notice for approval of the members.

Item No. 5:

The Board, on the recommendation of Audit Committee, has approved the re-appointment and remuneration of S.K. Sahu & Associates, Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2024-25.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved

by the Board of Directors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.5 of the Notice.

The Board recommends the **Ordinary resolution** set out in Item No. 5 of the Notice for approval of the members.

Item No. 6:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him / her by post or by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that, a member may request for delivery of any documents through a particular mode, in consideration of such fees as may be determined by the shareholders in the Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., the Board of Directors in their meeting held on May 21, 2024 has proposed that a sum equivalent to the estimated actual expenses for delivery of any documents through a particular mode be taken to cover the cost of delivery, if any request has been made by any member for delivery of such documents to him through such mode of service. The requisite fee (by way of Demand Draft) has to be sent to the Company by the shareholder clearly stating the document desired to be received through a particular mode. Further, considering the huge number of shareholders of the Company, it would not be practically feasible to accept 'lumpsum' advances from shareholders and continue maintaining their running ledger balances for this purpose.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the Ordinary resolution as set out at Item No. 6 of the Notice for approval of the members.

Item No. 7:

The Shareholders of the Company at the Extra Ordinary General Meeting of the Company held on October 1, 2021, had approved the appointment of Mr. Dwarika Prasad Tantiya, as the Chairman and Whole Time Director of the Company for a period of three (3) years commencing from October 01, 2021 to September 30, 2024 on such terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee (NRC) and as per the Nomination and Remuneration Policy of the Company.

Further, the Board of Directors at their meeting held on May 21, 2024 based on the recommendations of the Nomination and Remuneration Committee ("NRC"), recommended the re-appointment of Mr. Dwarika Prasad Tantia as the Executive Chairman of the Company for a further period of three (3) years commencing from October 01, 2024 to September 30, 2027. The Board also approved the terms and conditions of his re-appointment including remuneration, as recommended by the Nomination and Remuneration Committee ("NRC") and as per the Nomination and Remuneration Policy of the Company as appearing in the proposed resolution, in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Board of Directors are of the opinion that the re-appointment of Mr. Dwarika Prasad Tantia as the Executive Chairman is in the best interest of the Company and accordingly, recommend the special resolution as set out at Item No. 7 of the Notice for approval of the members.

Save and except Mr. Dwarika Prasad Tantia himself and Mrs Kriti Tantia, Chief Financial Officer (being relative), none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 7 of the Notice.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act is given in **Annexure-B**.

Item No.8:

The Board of Directors of the Company at their meeting held on May 22, 2019 had reappointed Mr. Anurag Tantia as Whole Time Director designated as Executive Director for a period of 5 (Five) years with effect from October 2, 2019 to October 1, 2024.

Subsequently, the Company was converted into a public limited Company from private limited company and provisions of Section 197 and 198 of the Companies Act, 2013 became applicable to the Company. Accordingly, the shareholders of the Company had ratified the re-appointment of Mr. Anurag Tantia as Whole Time Director designated as the Executive Director at the Extra Ordinary General Meeting held on October 01, 2021 on such terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee ("NRC") and as per the Nomination and Remuneration Policy of the Company.

Further, the Board of Directors at their meeting held on May 21, 2024 based on the recommendations of the Nomination and Remuneration Committee ("NRC"), recommended the re-appointment of Mr. Anurag Tantia as the Executive Director of the Company for a further period of three (3) years commencing from October 1, 2024 to September 30, 2027.

The Board also approved the terms and conditions of his re-appointment including remuneration, as recommended by the Nomination and Remuneration Committee ("NRC") and as per the Nomination and Remuneration Policy of the Company as appearing in the proposed resolution, in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Board of Directors are of the opinion that the re-appointment of Mr. Anurag Tantia as the Executive Director is in the best interest of the Company and accordingly, recommend the special resolution as set out at Item No. 8 of the Notice for approval of the members.

Save and except Mr. Anurag Tantia, Dr. Om Tantia and Dr. Aruna Tantia, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No.8 of the Notice.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act is given in **Annexure-B**.

Item No.9:

As per Section 188 of the Companies Act, 2013 read with explanation and Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, where the office or place of profit is held by an individual other than Director and such person receives from the Company anything by way of remuneration, salary, fee, commission, perquisites, any rent free accommodation or otherwise, it requires the prior approval of the shareholders if the monthly remuneration exceeds two and a half lakh rupees, i.e. ₹ 2,50,000 per month .

The Shareholders of the company at the 29th Annual General Meeting of the Company held on July 30, 2018 based on the recommendation of Board of Directors ("Board"), Audit Committee ("AC") and Nomination & Remuneration Committee ("NRC") of the Company had approved payment of remuneration in excess of ₹ 2,50,000 per month to Mrs. Kriti Tantia as Chief Financial Officer (CFO), a relative of Mr. Dwarika Prasad Tantia, Executive Chairman of the Company, for holding an office or place of profit in the Company pursuant to the provisions of Section 188 (1) (f) of the Companies Act, 2013.

Again, the Shareholders of the Company on the recommendation of the Board of Directors ("Board"), Audit Committee ("AC") and Nomination & Remuneration Committee ("NRC") of the Company at the Extra Ordinary General Meeting held on October 01, 2021 approved revised terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee ("NRC") and as per the Nomination and Remuneration Policy of the Company to Mrs. Kriti Tantia, CFO, a relative of Mr. Dwarika Prasad Tantia, Executive Chairman of the Company, for holding an office or place of profit in the Company pursuant to the provisions of Section 188 (1) (f) of the Companies Act, 2013.

Kriti Tania is the Chief Financial Officer of our Company. She joined our Company on May 1, 2011 and was appointed as the Chief Financial Officer of our Company with effect from March 15, 2016. She holds a bachelor's degree in commerce from the University of Calcutta and is a member of the Institute of Chartered Accountants of India (ICAI). She secured an all India rank of 38 in the exam conducted by ICAI. She has over 11 years of experience in audit and accounts.

Mrs. Kriti Tania has aggregate 19 years of experience in the infrastructure & healthcare industry. As the CFO of the Company, she is responsible for monitoring operations of the financial and accounting matters. Her activities also include client interaction, dealings with banks and FIs, Compliance related with the financial matters of the Company.

In order to adequately compensate the CFO and taking into the increase in the size and operations of the business of the Company and in terms of Sections 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee, Audit Committee and Board, for revision in prescribed limit of salary payable to Mrs. Kriti Tania, CFO of the Company and holding an office or place of profit in the company, hence for increase of her salary approval of the shareholders is required.

Mrs. Kriti Tania is the daughter in law of Mr. Dwarika Prasad Tania, Executive Chairman of the Company. The aforesaid revision of remuneration will be deemed to be holding an office / place of profit by a relative of Director within the meaning of Section 188 of the Companies Act, 2013. Hence, the prior approval of the members by way of Special Resolution is sought and accordingly, the Board recommends the Special resolution as set out at Item No. 9 of the Notice for approval of the members.

The information as required under Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under:

- (a) Name of the related party: Mrs. Kriti Tania.
- (b) Name of the Director or Key Managerial Personnel who is related: Mr. Dwarika Prasad Tania, Executive Chairman.
- (c) Nature of relationship: Mrs. Kriti Tania is the daughter in law (son's wife) of Mr. Dwarika Prasad Tania, Executive Chairman of the Company. Mrs. Kriti Tania is holding Nil equity shares. The total shareholding of Mrs. Kriti Tania along with that of her relatives is 600 equity shares.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: as appearing in the proposed resolution.

- (e) Any other information relevant or important for the Members to take a decision on the proposed resolution: The proposed fee is in line with the services rendered/to be rendered by Mrs. Kriti Tania, CFO. This transaction would be in the ordinary course of business and on arm's length basis.
- (f) Justification: As provided in explanatory statement above.
- (g) Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Not Applicable.
- (h) A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder: Not Applicable.

Save and except Mrs. Kriti Tania and Mr. Dwarika Prasad Tania, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 9 of the Notice.

The Board recommends the Special resolution as set out at Item No. 9 of the Notice for approval of the members.

Item No.10:

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 payment of Doctor Consultancy Fees to Dr. Ghanshyam Goyal on the following criteria as mentioned below:

- a. For consultations-Outpatient and Inpatient - 90% Share
- b. Bariatric Incentives - ₹ 20,000 (Standard/ Twin Bed) & ₹ 25,000 (Single/Suite) per patient admitted through self referral.
- c. IP diagnostic referral - 10%
- d. OP diagnostic referral - 15%

In addition to the above, he was also entitled for reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time. The compensation paid to Dr. Goyal till now was in accordance with the approval accorded by the Members at the Extra Ordinary General Meeting held on October 1, 2021 based on the above criteria.

Further he is also paid sitting fees for attending each meeting of Board and Committees thereof as paid to other Non-Executive Directors of the Company.

Dr. Ghanshyam Goyal is a Non-Executive Non-Independent Director of our Company. He has been associated with our Company as Director since April 29, 2006 and with our ILS Hospitals since the year 2000 and has been the Head of Department of Diabetology at our Salt Lake hospital since the year 2000. He holds a degree of MBBS and a degree of Doctor of Medicine in general medicine from S.M.S. Medical College, University of Rajasthan, Jaipur. He has experience in general medicine and diabetology. He participated in the world's largest diabetic health screening across 27 locations in India on November 14, 2013, earning its place in the Guinness Book of World Records.

Pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the Members of the Company by way of a Special Resolution is required to be obtained every year for payment of Annual Remuneration to a single Non-Executive Director exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, giving details of remuneration thereof.

The Members may also note that considering the valuable contribution made by Dr. Goyal in the hospital as doctor and in the business as Non-Executive Director is beyond comparison and accordingly, continuation of payment of Doctor Consultancy Fees as stated above to Dr. Goyal as Non Executive Director of

the Company would continue to benefit the Company, given the knowledge, experience and his performance.

The Doctor Consultancy Fees payable to Dr. Ghanshyam Goyal in the Financial Year 2024-25 (in accordance with the approval accorded by the Members at the Extra Ordinary General Meeting held on October 1, 2021) is likely to exceed fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company. As recommended by the Nomination and Remuneration Committee, the Board recommends payment of Doctor Consultancy Fees in accordance with the approval accorded by the Members at the Extra Ordinary General Meeting held on October 1, 2021, consent of the Members is sought for passing a Special Resolution as set out at Item No. 10 of the Notice.

Save and except Dr. Ghanshyam Goyal, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 10 of the Notice.

The Board recommends the Special resolution as set out at Item No. 10 of the Notice for approval of the members.

REQUEST TO MEMBERS

Members desirous of getting Information / Clarification on the Accounts and Operations of the company or intending to raise any query are requested to forward the same at least 7 days in advance of the meeting to the Company Secretary at the office address so as the same may be attended appropriately.

For and on behalf of the Board
For **GPT Healthcare Limited**

Date: May 21, 2024
Place: Kolkata

Ankur Sharma
Company Secretary and Compliance Officer
M.No A31833

Registered Office: -
GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700106

Annexure-A

Details of Directors Seeking Re-Appointment Vide Item No. 3, 7 and 8 (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	Dr. Aruna Tantia, Non-Executive Director (Non-Independent)	Mr. Dwarika Prasad Tantia, Executive Chairman	Mr. Anurag Tantia, Executive Director
Director Identification Number (DIN)	00001347	00001341	03118844
Date of Birth and Age	January 19, 1958 (66 Years)	May 27, 1954 (70 Years)	October 2, 1987 (36 Years)
Date of first appointment on the Board	April 4, 2005	January 10, 2005	October 2, 2011
Qualifications	MBBS, MS	Graduate	Graduate
Brief Resume, Experience and Expertise	<p>Dr. Aruna Tantia is a Non-executive Director of our Company. She has been associated with our Company since April 4, 2005. She has been associated with ILS Hospitals as a senior consultant (gynaecology and obstetrics) since April 4, 2005. She holds a degree of Bachelor of Medicine and Bachelor of Surgery from Ravindra Nath Tagore Medical College, Udaipur, University of Rajasthan and a degree of Master of Surgery in obstetrics and gynaecology from Bhupendra Narayan Mandal University, Bihar. She has over 36 years of experience as a medical practitioner. She is an active member of 'Rotary International' and has received an award for "Service Above Self" the Rotary International. She is a fellow of The Association of Minimal Access Surgeons of India – FMAS.</p>	<p>Mr. Dwarika Prasad Tantia is the Executive Chairman of the Company. 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.</p>	<p>Anurag Tantia is the Executive Director of our Company. He has been associated with our Company since October 2, 2011. He holds a degree of Bachelor of Science in management with honours from the University of Illinois. He has more than 12 years of experience in healthcare management and looks after the day-to-day operations of our Company.</p>
Terms and conditions of appointment / re-appointment	Re-appointment as a Non-Executive, Non-Independent Director under sec 152(6) of Companies Act, 2013.	Re-appointment as Executive Chairman as appearing in the proposed resolution	Re-appointment as Executive Director as appearing in the proposed resolution
Details of remuneration sought to be paid	<p>Dr. Aruna Tantia is Paid "Doctor Consultancy Fees" in accordance with the approval accorded by the Members at the Extra Ordinary General Meeting held on October 1, 2021, more fully as detailed in Corporate Governance report.</p> <p>Further she is entitled for Sitting Fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings</p>	As appearing in the proposed resolution	As appearing in the proposed resolution
Shareholding in GPT Healthcare Limited	300 Equity Shares	300 Equity Shares	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Dr. Aruna Tania is the Spouse of Dr. Om Tania, Managing Director of the Company and Mother of Mr. Anurag Tania, Executive Director.	Mr. Dwarika Prasad Tania is the father in law of Mrs. Kriti Tania, CFO of the Company.	Mr. Anurag Tania is the son of Dr. Om Tania and Dr. Aruna Tania
Directorships held in other companies	Nil	<p>Indian Companies</p> <ul style="list-style-type: none"> GPT Infraprojects Limited GPT Sons Private Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> GPT Concrete Products South Africa (Pty) Limited 	Nil. However, is a Designated Partner in GPT Developers LLP
Details of Membership/ Chairmanship*	Nil	Nil	Nil
Remuneration last drawn in FY 2023-24 (₹ in Lakh)	70.65	308.00	132.03

*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.

Notes:

- For other details such as the number of meetings of the Board attended during FY 2023-24 etc., by the above directors, please refer to the corporate governance report which is a part of this Annual Report.
- Nomination and Remuneration Committee while considering the re-appointment of Directors have verified and confirmed from them that they are not debarred from holding the office as a Director pursuant to any SEBI order or any other such authority. Accordingly, we hereby affirm that None of the Directors, being reappointed above, is not debarred from holding the office of Director by virtue of any SEBI order or any other such Authority.

Annexure-B

I. GENERAL INFORMATION

Name	Mr. Dwarika Prasad Tantia	Mr. Anurag Tantia																																									
Nature of industry	GPT Healthcare Limited is engaged business of Healthcare (Running of Hospitals).																																										
Date or expected date of commencement of commercial production	Existing Company, already commenced from 1989																																										
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																										
Financial performance based on given indicators	(₹ In Lakh, except per share data)																																										
Foreign investments or collaborators, if any	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Standalone</th> </tr> <tr> <th>2023-24</th> <th>2022-23</th> </tr> </thead> <tbody> <tr> <td>Income</td> <td></td> <td></td> </tr> <tr> <td>Revenue from Operations</td> <td>40,019.30</td> <td>36,103.71</td> </tr> <tr> <td>Total Income</td> <td>40,548.44</td> <td>36,673.07</td> </tr> <tr> <td>Total Expenditure Before Interest, Tax and Depreciation</td> <td>31,235.41</td> <td>28,668.51</td> </tr> <tr> <td>Earnings Before Interest, Tax, Depreciation and Amortization</td> <td>9,313.03</td> <td>8,004.56</td> </tr> <tr> <td>Less: Interest and Depreciation</td> <td>2,508.69</td> <td>2,407.62</td> </tr> <tr> <td>Profit before Tax for the year</td> <td>6,804.34</td> <td>5,596.94</td> </tr> <tr> <td>Less: Income Tax for the year</td> <td>2,027.44</td> <td>1,696.18</td> </tr> <tr> <td>Profit for the year</td> <td>4,776.90</td> <td>3,900.76</td> </tr> <tr> <td>Add: Other comprehensive Income</td> <td>1.60</td> <td>13.41</td> </tr> <tr> <td>Net Profit/(Loss) for the year</td> <td>4,778.50</td> <td>3,914.17</td> </tr> <tr> <td>Earnings per Share Basic and Diluted</td> <td>5.96</td> <td>4.88</td> </tr> </tbody> </table>		Particulars	Standalone		2023-24	2022-23	Income			Revenue from Operations	40,019.30	36,103.71	Total Income	40,548.44	36,673.07	Total Expenditure Before Interest, Tax and Depreciation	31,235.41	28,668.51	Earnings Before Interest, Tax, Depreciation and Amortization	9,313.03	8,004.56	Less: Interest and Depreciation	2,508.69	2,407.62	Profit before Tax for the year	6,804.34	5,596.94	Less: Income Tax for the year	2,027.44	1,696.18	Profit for the year	4,776.90	3,900.76	Add: Other comprehensive Income	1.60	13.41	Net Profit/(Loss) for the year	4,778.50	3,914.17	Earnings per Share Basic and Diluted	5.96	4.88
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II. INFORMATION ABOUT THE APPOINTEE

Background details	Mr. Dwarika Prasad Tantia is the Executive Chairman of the Company. 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.	Mr. Anurag Tantia is the Executive Director of our Company. He has been associated with our Company since October 2, 2011. He holds a degree of Bachelor of Science in management with honours from the University of Illinois. He has more than 12 years of experience in healthcare management and looks after the day-to-day operations of our Company.
Past remuneration	The past remuneration of Mr. Dwarika Prasad Tantia is Salary ₹ 16,50,000 per month plus 1% commission of the net profits of the Company. The perquisites, allowances, benefits and amenities were same as appearing in the proposed resolution.	The past remuneration of Mr. Anurag Tantia is Salary ₹ 9,35,000 per month. The perquisites, allowances, benefits and amenities were same as appearing in the proposed resolution.
Recognition or awards	Honorary Consul of Republic of Ghana in Kolkata.	None

Job profile and his suitability	Mr. Dwarika Prasad Tantia has over 41 years of experience in the infrastructure and healthcare industry. As the Chairman of the Company he led the Company towards phenomenal growth. His suitability to the job is beyond comparison and accordingly, continuation of the employment services of Mr. Tantia as Executive Chairman 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.	Mr. Anurag Tantia has been associated with our Company since October 2, 2011. He has more than 12 years of experience in healthcare management and looks after the day-to-day operations of our Company. As the Executive Director of the Company he led the Company towards phenomenal growth. His suitability to the job is beyond comparison and accordingly, continuation of the employment services of Mr. Tantia as Executive Director of the Company would continue to benefit the Company, given the knowledge, experience and performance of Mr. Anurag Tantia.
Remuneration proposed	As appearing in the proposed resolution	As appearing in the proposed resolution
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Dwarika Prasad Tantia is commensurate with that prevalent in the industry of companies having same size. The vast knowledge and experience of Mr. Dwarika Prasad Tantia makes it all the more reasonable.	The proposed remuneration payable to Mr. Anurag Tantia is commensurate with that prevalent in the industry of companies having same size. The vast knowledge and experience of Mr. Anurag Tantia makes it all the more reasonable.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except, Mr. Dwarika Prasad Tantia himself and Mrs. Kriti Tantia, Chief Financial Officer (being his immediate relative), none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise in this resolution. Mr. Dwarika Prasad Tantia holds 300 equity shares as on date. However, being interested, he shall abstain from voting on the resolution.	Except, Mr. Anurag Tantia himself, Dr Om Tantia and Dr. Aruna Tantia (being his immediate relative), none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise in this resolution. Mr. Anurag Tantia holds Nil equity shares as on date. Dr. Om Tantia and Dr. Aruna Tantia holds 300 equity shares each and they shall abstain themselves from voting on this resolution.

III. OTHER INFORMATION

Reasons of loss or inadequate profits	Not Applicable
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	The Company is constantly working towards increasing its activities and this would bring about a gradual increase in turnover due to better utilization of its resources resulting in improved profitability.

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company forming part of the Annual Report 2023-24:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

This explanatory statement may also be regarded as disclosure under the Listing Regulations.