



## GPT HEALTHCARE LIMITED

(CIN: L70101WB1989PLC047402)

Regd. Office: GPT Centre, JC-25, Sector - III, Salt Lake,  
Kolkata -700 106; West Bengal, India

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

Visit us: [www.ilshospitals.com](http://www.ilshospitals.com)

### NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]**

Dear Member(s),

**Notice** is hereby given that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("MCA Circulars") and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members of the Company (**as on the Cut-off Date i.e Friday, September 19, 2025**), through postal ballot by way of remote e-voting process ("remote e-voting"). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this Notice of Postal Ballot ("Notice").

In accordance with the MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, September 19, 2025 (the "Cut-off date")** received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / MUFG Intime India Private Limited (MIPL) (Formerly Link Intime India Private Limited), the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA"). The Company has engaged Services of MIPL to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically which commences from **Sunday, September 28, 2025 at 09.00 A.M (IST)** and concludes on **Monday, October 27, 2025 at 5:00 PM (IST)** (the last day to cast vote electronically). Shareholders desiring to exercise their votes are requested to carefully read the "Information and Instructions relating to e-Voting" provided in the Notes to this Notice.

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only. The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Special Resolutions ('Resolutions') appended below in accordance with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014. The Explanatory Statement under Section 102(1) of the Act, forming part of the Notice, pertaining to the proposed resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration. Members may note that the Postal Ballot Notice is also available on the Company's website: [www.ilshospitals.com](http://www.ilshospitals.com). The Postal Ballot Notice will also be available on website of MIPL, the e-voting service provider (<https://instavote.linkintime.co.in>) and on the website of Stock Exchanges, i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**SPECIAL BUSINESS:****Item No. 1: Alteration of Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation of the board of directors and such other necessary statutory consent, approvals, permissions and modifications, if any required, consent of the Members be and is hereby accorded for the modification/alteration, substitution and deletion in the following clauses of part-A of the Articles of Association of the Company as follows:

1. The Word “Part-A” appearing in the entire “Articles of Association” shall stand deleted.
2. The following other clauses of said Articles of Association shall be modified/alter substituted/deleted.

Article No.	Earlier Article	Action	Amended Proposed Article
3	The Articles of Association of the Company comprise two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the filing of the updated draft red herring prospectus (“UDRHP”) with Securities and Exchange Board of India (“SEBI”) pursuant to the initial public offering of the equity shares of the Company (the “Offer” of the “Equity Shares” of the Company). In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. All articles of Part B shall automatically terminate and cease to have any force and effect from the date of filing of the UDRHP with SEBI pursuant to the Offer and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.	This article shall be deleted and consequently all other articles be renumbered accordingly.	-
4	“Consummation of the Offer” means the date of listing of Equity Shares of the Company on the Exchanges pursuant to the Offer.	This definition shall be deleted.	-
103A	One of the Directors on the board, as the Promoters may determine, shall be the chairperson at every Board meeting. The Board will also comprise such number of independent directors as may be required under applicable laws.	This article shall be altered and renumbered as Article 102 consequently all other articles be renumbered accordingly.	The Board will also comprise such number of independent directors as may be required under applicable laws.
121(a)	At any time on and after Consummation of the Offer, and subject to applicable law and appropriate corporate approvals, including but not limited to approval of the shareholders of the Company by way of a Special Resolution after the Consummation of the Offer, one of the non-executive Directors, as the Promoters may determine, shall be the Chairperson of every Board meeting.	This article be substituted	The Board of Directors may from time to time elect any Director, as the Promoters may determine, as Chairman who shall preside at the meeting of the Board of Directors and the Board of Directors may also determine the period for which he is to hold office.

**"RESOLVED FURTHER THAT** all clauses of the Articles described under Part B, which were automatically terminated upon the filing of the Updated Draft Red Herring Prospectus ("UDRHP") with the Securities and Exchange Board of India ("SEBI"), and which accordingly ceased to have any force or effect from the date of such filing by virtue of the Offer, be and are hereby noted.

**"RESOLVED FURTHER THAT** Mr. Anurag Tania, Executive Director (DIN: 03118844) and/or Mr. Ankur Sharma, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard and including filing forms with the Registrar of Companies."

**Item No. 2: Appointment of Mr. Shree Gopal Tania, Promoter (DIN:00001346) as a Director (Non-Executive and Non- Independent) of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (collectively referred to as **"the Act"**), (as amended from time to time), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the other rules and regulations made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended time to time and other applicable law, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination & Remuneration Committee, Approval of Audit Committee and the Board of the Directors of the Company, approval of Members is hereby accorded for appointment of Mr. Shree Gopal Tania (DIN:00001346), promoter who was appointed as an Additional Non-Executive Director of the Company w.e.f. September 24, 2025 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation w.e.f. September 24, 2025.

**"RESOLVED FURTHER THAT** Mr. Shree Gopal Tania, the Non- Executive Director so appointed shall be entitled to receive sitting fees for attending meetings of the Board or Committees as may be determined by the Board from time to time as per the terms of the appointment letter of Mr. Shree Gopal Tania and he shall also be entitled for reimbursement of various out of pocket expenses viz. traveling expenses etc incurred for the Business of the Company and attending the Board/Committee meetings of the Company and performing duties as director of the Company as paid to other Non-Executive Directors of the Company."

**"RESOLVED FURTHER THAT** Mr. Anurag Tania, Executive Director (DIN: 03118844) and/or Mr. Ankur Sharma, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolution including but not limited to making the necessary applications, filing forms with the Registrar of Companies."

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

**Ankur Sharma**

Company Secretary & Compliance Officer  
M. No A31833

Place : Kolkata  
Date : September 24, 2025

**Registered Office:**

GPT Centre, JC-25, Sector - III, Salt Lake, Kolkata -700106,  
West Bengal, India  
CIN: L70101WB1989PLC047402  
Email: ghl.cosec@gptgroup.co.in  
Website: [www.ilshospitals.com](http://www.ilshospitals.com)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating material facts and reasons for the proposed resolutions, in respect of Special Business(es) of the 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) is provided as Annexure-A to the Notice.

2. General instructions to the Members participating in the Postal Ballot through remote e-voting facility In compliance with Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, read with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular 09/2024 dated September 19, 2024 issued by MCA read with other relevant circulars issued in this regard and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and Exchange Board of India (hereinafter collectively referred to as "the Circulars") or any further amendment or modification thereof from time to time, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of MIPL (Insta Vote), Registrar and Share Transfer Agent of the Company (RTA) to provide e-voting facility.
3. In compliance with the Circulars, the Notice of the Postal Ballot is sent by electronic mode to the members on their registered e-mail ID with the Depositories / RTA. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. Member may note that the Notice of Postal Ballot will also be available on the Company's website [www.ilshospitals.com](http://www.ilshospitals.com), on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the e-voting service provider, MIPL (Insta Vote), Registrar and Transfer Agent of the Company at <https://instavote.linkintime.co.in>.
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) with a copy marked to [ghl.cosec@gptgroup.co.in](mailto:ghl.cosec@gptgroup.co.in).
6. The Company has fixed **Friday, September 19, 2025 as the 'Cut- off Date'** for the purpose of remote e-voting. The voting rights of members shall be in proportion to the equity shares held by the members in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members of the Company and/or in the List of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through remote e-voting.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to avail the facility of remote e-voting during the Postal Ballot Process. Members would be able to cast their votes and convey their assent and dissent to the proposed resolutions only through the remote e-voting process. A person who is not a Member as on the Cut- off Date should treat this Notice for information purposes only.
8. As the Notice of the Postal Ballot is being sent only by e-mail to the Members, whose e-mail addresses are registered with the Company / Depositories. Members, whose e-mail address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive electronic copy of the notice of the postal ballot can send their request to the Company on [ghl.cosec@gptgroup.co.in](mailto:ghl.cosec@gptgroup.co.in).
9. The voting period begins from **09:00 A.M. (IST) Sunday, September 28, 2025** and ends at **05:00 P.M. (IST) on Monday, October 27, 2025**. During this period Members of the Company, as on the cut-off date of **Friday, September 19, 2025** may cast their vote electronically. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently. The e-voting module shall be disabled by MIPL for voting thereafter.
10. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [kolkata@in.mpsmufg.com](mailto:kolkata@in.mpsmufg.com) along with the copy of the share certificate (front and back), self- attested copy of the PAN card and such other documents as prescribed in the Form. It shall be mandatory for all holders of physical securities to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

11. Members may please note that SEBI vide its Circular No. SEBI Master circular no. SEBI/HO/MIRSD/POD- 1/P/ CIR/2024/37 dated May 7, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; 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. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 / ISR – 5. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. 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 cut-off date.
13. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc, if any, will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:  
MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)  
Unit: GPT Healthcare Limited, Rasoi Court, 5<sup>th</sup> floor 20, Sir R N Mukherjee Road, Kolkata – 700001; Email: [kolkata@in.mpms.mufg.com](mailto:kolkata@in.mpms.mufg.com)
14. Relevant documents as referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection electronically from date of the circulation of this Notice up to the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail request on [ghl.cosec@gptgroup.co.in](mailto:ghl.cosec@gptgroup.co.in).
15. Members may send their queries related to item(s) included in the Notice of Postal Ballot on the e-mail [ghl.cosec@gptgroup.co.in](mailto:ghl.cosec@gptgroup.co.in), from their registered e-mail address, mentioning their name, folio number / DP ID-Client ID as applicable, mobile number.
16. Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. F2699, CP No.2948) has been appointed as the Scrutinizer to scrutinize the e-voting process i.e., vote casted through remote e-voting, in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final. Scrutinizer will submit his report to the Company Secretary and Compliance Officer, or any other person authorized by him, as authorized by the Board. After completion of the scrutiny of the votes cast by the remote e-voting facility, the results of the Postal Ballot will be declared within two working days from the end of remote e-voting period by placing it, along with the scrutinizer's report, on the Company's website [www.ilshospitals.com](http://www.ilshospitals.com), on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The said results shall also be available on the website of e-voting service provider i.e. MIPL at <https://instavote.linkintime.co.in>.
17. The Resolutions as set out in the Notice, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Monday, October 27, 2025**.
18. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
19. The Company has a designated email ID for Redressal of Shareholders / Investors Complaints / Grievances. Hence, please write to us at [ghl.cosec@gptgroup.co.in](mailto:ghl.cosec@gptgroup.co.in) or alternatively you can also write to our RTA, MIPL at [kolkata@in.mpms.mufg.com](mailto:kolkata@in.mpms.mufg.com).
20. Grievances connected with e-voting may be referred to Mr. Rajiv Ranjan, Sr. Assistant Vice President – E-voting, C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel: +91 22 4918 6000 (2505) and email id: [rajiv.ranjan@in.mpms.mufg.com](mailto:rajiv.ranjan@in.mpms.mufg.com).
21. **Remote E-Voting Instructions:**  
In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.  
Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.



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

Individual Shareholders holding securities in demat mode with NSDL

**METHOD 1 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

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

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


**METHOD 2 - NSDL e-voting website**

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

**METHOD 3 - NSDL OTP based login**

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

Individual Shareholders registered with CDSL Easi/ Easiest facility

**METHOD 1 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

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

Shareholders not registered for Easi/ Easiest facility:

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

**METHOD 2 - CDSL e-voting page**

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

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

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

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

**STEP 1: LOGIN / SIGNUP to InstaVote**

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click "Submit".

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

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:
  - User ID: Enter User ID
  - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders holding shares in NSDL form, shall provide 'D' above
  - o Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).  
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

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

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

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

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

## Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

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

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

### STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
  - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  - 2) 'Investor's Name - Enter Investor's Name as updated with DP.



- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

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

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

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

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### METHOD 2 - VOTES UPLOAD

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

#### Helpdesk:

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

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

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

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

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

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

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

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

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

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

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

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

**General Instructions - Shareholders**

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

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**
**Item No. 1:**

The Company had earlier adopted set of Articles of Association pursuant to the provisions of Section 14 of the Companies Act, 2013 by way of a special resolution passed at the Extra Ordinary General Meeting of GPT Healthcare Limited (the "Company") held on October 3, 2023 in conformity with the provisions of the Companies Act and Securities Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the initial public offer of the equity shares of the Company (the "Offer" of the "Equity Shares" of the Company). These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

The aforesaid Articles of Association of the Company comprise two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the filing of the updated draft red herring prospectus ("UDRHP") with Securities and Exchange Board of India ("SEBI") pursuant to the initial public offering of the equity shares of the Company (the "Offer" of the "Equity Shares" of the Company). In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. All articles of Part B shall automatically terminate and cease to have any force and effect from the date of filing of the UDRHP with SEBI pursuant to the Offer and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

In view of the above, upon the filing of the UDRHP with SEBI pursuant to the Offer, all Articles under Part B have automatically been terminated and cease to have any force or effect, and thereafter only Part A remains in force. The said Part-A of Articles of Association contains certain clauses and definition which were related to the IPO of the Company and presently no more required and it is therefore considered necessary to delete, alter or amend such clauses for clarity. Further, in order to bring the parity between the clauses, the same are required to be amended/ altered.

In pursuance to the provisions of Section 14 and other applicable provisions, if any, of the Act read with the rules made thereunder, approval of the Members of the Company by way of a Special Resolution is required for alteration of articles of association.

Members may request the Company Secretary and Compliance Officer for access to the copy of the amended Articles of Association of the Company by sending an email to [ghl.cosec@gptgroup.co.in](mailto:ghl.cosec@gptgroup.co.in).

The Board of Directors recommends the Resolution at Item No. 1 of the Notice for approval of Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Special Resolution as set out at Item No. 1 of this Notice.

**Item No. 2:**

Mr. Shree Gopal Tania aged 60+ years, is one of the Promoters in GPT Group Companies and he is commerce Graduate having vast experience of over 40 years in Infrastructure and Civil construction sector. He has an excellent track record in execution/implementation of number of projects with logistical and technical complexity.

The Nomination and Remuneration Committee has evaluated the balance of skills, knowledge and experience on the Board of the Company and concluded that the appointment of Mr. Shree Gopal Tania as a Non-Executive Director of the Company will contribute significantly to the strategic direction, decision making and governance of the Company and will be beneficial for the growth and development of the Company's business operations.

The Board of Directors of the Company at its meeting held on September 24, 2025, pursuant to the recommendation of Nomination and Remuneration Committee and Approval of Audit Committee, had appointed Mr. Shree Gopal Tania (DIN:00001346) as an Additional Non-Executive Director of the Company w.e.f. September 24, 2025, liable to retire by rotation, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Shree Gopal Tania (DIN:00001346) is eligible to be appointed as a Director (Non-Executive and Non-Independent) of the Company.

Mr. Shree Gopal Tania (DIN:00001346), shall be paid sitting fees for attending meetings of the Board or Committees as may be determined by the Board from time to time and as per the terms of the appointment letter of Mr. Shree Gopal Tania including reimbursement of various out of pocket expenses viz traveling expenses etc incurred for the Business of the Company and attending the Board/Committee meetings of the Company as paid to other Non- Executive Directors of the Company.

Mr. Shree Gopal Tania has given his consent to act as a Non-Executive Director in writing in Form DIR-2 and disclosure in Form DIR-8 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013. He further confirmed he is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. Further the Company has in terms of Section 160 of the Act, received a notice in writing from a member of the Company proposing the candidature of Mr. Shree Gopal Tania (DIN:00001346) as a Non-Executive Director of the Company. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of ₹ 1,00,000 is not applicable.

Further considering the long term association of Mr. Shree Gopal Tania with the GPT Group, the Board of Directors is of the opinion that Mr. Shree Gopal Tania possesses appropriate skills, experience and knowledge required for discharge of his duties as a Non-Executive Director of the Company and hence his appointment as Non-Executive Director is justified in terms of Secretarial Standards on General Meeting (SS-2). Thus, it would be in the best interest of the Company to appoint him as a Non-Executive Director of the Company subject to the approval of the shareholders of the Company and accordingly recommends the resolution as set out at Item No. 2 for approval of the Members as a Special Resolution.

Save and except Mr. Shree Gopal Tania, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 2 of this Postal Ballot Notice.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards-2 issued by the Institute of Company Secretaries of India (ICSI), is provided as Annexure-A to this Notice.

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

**Ankur Sharma**

Company Secretary & Compliance Officer  
M. No A31833


Place : Kolkata  
Date : September 24, 2025

**Registered Office:**

GPT Centre, JC-25, Sector - III, Salt Lake, Kolkata -700106,  
West Bengal, India  
CIN: L70101WB1989PLC047402  
Email: [ghl.cosec@gptgroup.co.in](mailto:ghl.cosec@gptgroup.co.in)  
Website: [www.ilshospitals.com](http://www.ilshospitals.com)

## ANNEXURE-A TO THE NOTICE

Additional information as required under the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 in respect of the Directors' appointment is provided below:

<b>Name of the Director &amp; Designation</b>	<b>Mr. Shree Gopal Tantia, Non-Executive Director</b>
<b>Photograph</b>	
<b>Director Identification Number (DIN)</b>	00001346
<b>Date of Birth and Age</b>	October 14, 1964 (60+ Years)
<b>Date of first appointment on the Board</b>	September 24, 2025
<b>Qualifications</b>	B.Com
<b>Expertise / Skills and Capabilities in specific functional areas</b>	<ol style="list-style-type: none"> <li>1. Leadership qualities and in-depth knowledge and experience in general management.</li> <li>2. Ability to analyse and understand the key financial statements, experience in the fields of taxation, audit, financial management, banking, insurance and investments, treasury, fund raising and internal controls.</li> <li>3. Corporate Matters, Governance, Companies Act and other Listing Regulations.</li> <li>4. Interpersonal relations, human resources management, communication, corporate social responsibility including environment and sustainability.</li> </ol>
<b>Brief Resume, Experience and Expertise</b>	As appearing in the explanatory statement at Item No. 2.
<b>Terms and conditions of appointment / reappointment</b>	Mr. Shree Gopal Tantia (DIN:00001346) Non-Executive Director, is liable to retire by rotation and not entitled to any remuneration except sitting fees for attending meetings of the Board or Committees as may be determined by the Board from time to time and as per the terms of the appointment letter of Mr. Shree Gopal Tantia and he shall also be entitled for reimbursement of various out of pocket expenses viz. traveling expenses etc incurred for the Business of the Company and attending the Board/Committee meetings of the Company and performing duties as director of the Company as paid to other Non- Executive Directors of the Company.
<b>Details of remuneration sought to be paid</b>	Mr. Shree Gopal Tantia (DIN:00001346), shall be entitled to receive sitting fees for attending meetings of the Board or Committees as may be determined by the Board from time to time and as per the terms of the appointment letter of Mr. Shree Gopal Tantia and he shall also be entitled for reimbursement of various out of pocket expenses viz. traveling expenses etc incurred for the Business of the Company and attending the Board/Committee meetings of the Company and performing duties as director of the Company as paid to other Non- Executive Directors of the Company.
<b>Shareholding in GPT Healthcare Limited</b>	300 Equity Shares



<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Director/ KMP of the Company.
<b>Directorships held in other companies</b>	<i>Indian Companies:</i> 1. GPT Sons Private Limited-Director 2. GPT Infraprojects Limited-Managing Director <i>Foreign Companies:</i> GPT Investment Private Limited, Mauritius
<b>Details of Membership/ Chairmanship*</b>	Stakeholders Relationship Committee– GPT Infraprojects Ltd.
<b>Remuneration last drawn (₹ in Lakh)</b>	Not Applicable
<b>Name of the listed entity from which the person has resigned in past 3 years</b>	None
<b>Number of meetings of Board attended during the year</b>	Not Applicable

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