



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

SCRUTINIZER'S REPORT

To,
The Company Secretary and Compliance Officer,
GPT HEALTHCARE LIMITED
GPT Centre, JC-25, Sector-III, Salt Lake,
Kolkata-700106

Sub: Passing of Resolutions through Postal Ballot through E-Voting

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **September 24, 2025**, had appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company had engaged the services of MUFG Intime India Private Limited (MI IPL) (Formerly Link Intime India Private Limited) for providing electronic voting facility to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms, as allowed by MCA.
2. Based on the Register for Voting (E-Voting) on **October 27, 2025**, which was provided by MUFG Intime India Private Limited (MI IPL) (Formerly Link Intime India Private Limited), I hereby submit my report as under:
 - 2.1 The Shareholders holding shares as on the cut-off date i.e. **September 19, 2025**, were entitled to vote on the proposed resolutions (Item No. 1 and Item No. 2 as set out in the Notice of Postal Ballot of the Company.)
 - 2.2 The Voting through Postal Ballot via Remote electronic voting (e-voting) commenced from **September 28, 2025** (9:00 A.M. IST) and ended on **October 27, 2025** (5:00 P.M. IST).
 - 2.3 The details of Remote e-voting facility provided by MUFG Intime India Private Limited (MI IPL) (Formerly Link Intime India Private Limited) has been scrutinized by me for verification of votes cast in favour and against the resolution.



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- 2.4 After the time fixed for remote e-voting facility provided to the shareholders during the period as stated above, E-voting system for voting was disabled.
- 2.5 The votes were unblocked at Kolkata on October 27, 2025 at 5.15 p.m.
- 2.6 Since the members have voted electronically through remote e-voting. There is no instance of duplication of voting.
- 2.7 My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report on the votes cast in favour or against the resolutions contained in the Notice of Postal Ballot. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the Postal Ballot dated September 24, 2025.
- 2.8 The results of the scrutiny of voting by through e-voting facility provided during the period in respect of resolutions contained in Notice dated September 24, 2025 are as under:

RESOLUTION NO. 1: (Special Resolution)

Alteration of Articles of Association of the Company:

"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/alterd substituted/deleted.



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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.



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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.
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“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 Tantia, 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.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	96	96	57644564	57644564	100	70.25
DISSENT	11	11	3691	3691	0	0
INVALID	0	0	0	0	0	0
TOTAL	107	107	57648255	57648255	100	70.25



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In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated **September 24, 2025** has been approved and passed with requisite majority.

RESOLUTION NO. 2: (Special Resolution)

Appointment of Mr. Shree Gopal Tania, Promoter (DIN:00001346) as a Director (Non-Executive and Non- Independent) of the Company:

“**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.”



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“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.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E- VOTING	TOTAL	REMOTE E- VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	95	95	57644633	57644633	100	70.25
DISSENT	10	10	3022	3022	0	0
INVALID*	2	2	600	600	0	0
TOTAL	107	107	57648255	57648255	100	70.25

**The vote casted by Mr. Shree Gopal Tania and Mrs. Vinita Tania in the aforesaid resolution are not considered as valid since they are considered as Interested as stated in the Notice of Postal Ballot. In view of the above, vote casted in respect of 600 shares is treated as Invalid for the purpose of passing of the Special Resolution.*

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated **September 24, 2025** has been approved and passed with requisite majority.

Thanking you.

ASHOK KUMAR DAGA
Company Secretary in practice
Scrutinizer
Membership No. 2699
CP No. 2948

UDIN: F002699G001682091
Place: Kolkata
Date: 29.10.2025