

NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th Annual General Meeting of the members of **GURUDHARMAM MISSION HOSPITAL LIMITED (CIN: U85110KL2015PLC037798)** will be held on Sunday, the 28th day of September, 2025 at SNGIST Auditorium manjaly Mannam P.O Eranakulam Dist Kerala India, 10 a.m. transact the following business:

AGENDA**ORDINARY BUSINESS****1. Adoption of Accounts for the year ended 31st March, 2025.**

To consider and if deemed fit to pass with or without modification the following resolution as on Ordinary Resolution:

“RESOLVED THAT The Audited Financial Statement of the company for the year ended 31st March, 2025 including Balance Sheet as on 31st March, 2025, the statement of profit & loss for the year ended 31st March, 2025 and Cash Flow Statement together with the reports of board of directors and auditors of the company thereon, as presented to the Meeting, be and are hereby received, approved and adopted”.

2. To Appoint Mr. Sudheesh Babu (DIN: 01081017) who retires by rotation, being eligible and offers himself re-appointment.

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr Sudheesh Babu (DIN: 01081017), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation”.

3. To Appoint Mr. Venmanassery Sreevalsan Karnalsingh (DIN: 05267309) who retires by rotation, being eligible and offers himself re-appointment.

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Venmanassery Sreevalsan Karnalsingh (DIN: 05267309) who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation”.

4. To Appoint Mr. Pulickal Karappan Saab (DIN: 02685402) who retires by rotation, being eligible and offers himself re-appointment.

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Pulickal Karappan Saab (DIN: 02685402) who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation”.

5. Appointment of Statutory Auditor

To appoint Statutory Auditor of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, M/s. Thomas Devassy & Associates, Chartered Accountants (FRN: 0242693) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 15 Annual General Meeting of the Company.”

SPECIAL BUSINESS:

6. Increase in Borrowing Powers

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, such sum or sums of money as may be required, notwithstanding that the money(s) to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of such borrowings shall not exceed Rs. 12 Crores (Rupees Twelve crores only).”

7. Approval for Loans, Investments, Guarantees or Securities in Excess of Limits

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, the consent of the members be and is hereby accorded to the Board of Directors of the Company to (a) give loans to any person or other body corporate, (b) give any guarantee or provide security in connection with a loan to any other body corporate or person, and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits specified under Section 186 of the Companies Act, 2013, up to an aggregate sum not exceeding Rs. 12 Crores (Rupees Twelve crores only).”

8. Approval of Transactions under Section 185 and 186

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

“RESOLVED THAT pursuant to the provisions of Sections 185 and 186 of the Companies Act, 2013 and other applicable provisions, if any, consent of the members be and is hereby accorded to the Company to enter into such transactions, arrangements and agreements with any person(s) or entity(ies) as may be within the overall limits approved under Section 186 of the Act.”

9. To appoint Mr Savio Vadukkoot Simon (DIN:10829407) as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Savio Vadukkoot Simon (DIN:10829407), who was appointed as an Additional Director of the Company effective from 06.11.2024 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 06.11.2024, not liable to retire by rotation.”

10. To appoint Ms.Varsha Varghese (DIN:10904079) as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Ms. Varsha Varghese (DIN:10904079), who was appointed as an Additional Director of the Company effective from 11.01.2025 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his/her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 11.01.2025, not liable to retire by rotation.”

11. Invitation for Nomination of Directors under Section 160 of the Companies Act, 2013

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 160 and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby invites nominations from members or individuals for appointment as Director(s) of the Company (other than retiring directors) by giving notice in writing along with the prescribed deposit of ₹1,00,000 (Rupees One Lakh only) as required under Section 160(1) of the Act.”

“RESOLVED FURTHER THAT such nominations must be submitted at the Registered Office of the Company or emailed to csgmhmla@gmail.com, **on or before 13/09/2025** along with the required documents and deposit amount.”

12. Approval under Section 180(1)(a) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals, consents, and permissions as may be required, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to lease, mortgage, charge, hypothecate, pledge or otherwise dispose of, in one or more tranches, the whole or substantially the whole of the undertaking(s) of the Company, including any immovable and movable properties of the Company, wherever situated, present and future, in such manner and on such terms and conditions as the Board may deem fit, in connection with the borrowings of the Company, within the limits approved under Section 180(1)(c) of the Act.”

By order of the Board of Directors,

Sd/-

SUDHEESH BABU

Director (DIN: 01081017)

Place:Mala

Date: 02.09.2024

NOTES

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself. The instrument appointing proxy in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company at least 48 hours before the scheduled time of the meeting. Proxy form is available at the Registered office

2. Members/Proxies are requested to bring the Attendance Slip sent herewith duly filled in for attending the meeting.

3. Relevant documents referred to in the accompanying Notice shall be open for inspection by the members at the Registered Office of the company on all working days except Saturdays, during normal business hours (11.00 hrs. to 16.00 hrs.).

4. Members are requested to bring their copy of the annual report at the AGM as the company would not provide any copy at the venue of the AGM.

5. Any member desirous of obtaining any information concerning the accounts or operations of the Company is requested to forward the query to the Registered Office of the Company at least 7 days prior to the date of the meeting.

6. Members are requested to quote their folio number and their member code in all their correspondence.

7. Members are requested to notify immediately any change in their addresses and Bank Account details to the Company.

8. Weapons, fire arms, ammunitions, knives and blades, sharp instruments etc., are prohibited at the AGM venue

9. A member intending to nominate any individual (including self-nomination) as a candidate for directorship under Section 160 of the Companies Act, 2013, must submit the following:

- Notice in writing proposing the candidature
 - Form DIR-2 (Consent to act as a Director)
 - Brief profile and qualification of the proposed candidate
 - Deposit of ₹1,00,000 by cheque, demand draft, or online transfer to the company's account
2. The deposit shall be refunded only if:
- The candidate gets elected as a director; or
 - The candidate secures more than 25% of valid votes cast at the general meeting
3. The final list of valid nominations shall be included in the final resolution list to be voted on during the AGM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 6: Increase in Borrowing Powers

In addition to ordinary borrowing powers, the Company may, in future, require further funds for its business expansion, working capital requirements, or other corporate purposes.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can borrow monies in excess of the aggregate of paid-up share capital, free reserves and securities premium only with the consent of the members by way of a special resolution.

Accordingly, the consent of members is sought to authorize the Board to borrow monies up to an aggregate limit of Rupees Twelve Crores only, notwithstanding that such borrowing(s), together with the monies already borrowed, may exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company.

The Board recommends the resolution for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 7: Approval for Loans, Investments, Guarantees or Securities in Excess of Limits

The Company, in the course of its business, may be required to provide loans, give guarantees, provide securities, or make investments in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013.

In order to ensure smooth operations and future growth, it is proposed to authorize the Board to make loans, provide guarantees or securities, and invest in securities up to an aggregate limit of Rupees Twelve Crores only notwithstanding that such limits may exceed the limits specified under Section 186(2). This requires the approval of members by way of a Special Resolution. The Board recommends the resolution for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 8: Approval of Transactions under Section 185 and 186 of the Companies Act, 2013

The Company may be required to enter into transactions falling within the scope of Sections 185 and 186 of the Companies Act, 2013, in connection with providing loans, guarantees, securities, or investments to entities in which Directors may be interested, or to group companies, joint ventures, associates, etc.

As a measure of good governance and in compliance with the provisions of the Act, approval of the members is sought to empower the Board to undertake such transactions as may be necessary, within the limits approved under Section 186 of the Companies Act, 2013.

The Board recommends the resolution for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding/interest in the entities concerned, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No.9: To appoint Mr. Savio Vadukkoot Simon (DIN:10829407) as an Independent Director of the Company.

Mr. Savio Vadukkoot Simon (DIN:10829407) was appointed by the Board of Directors as an Additional Director (Independent Category) with effect from 06.11.2024. In terms of Section 161 of the Companies Act, 2013, he/she holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his/her candidature for the office of Director. The Company has also received from him/her:

- Consent to act as Director in Form DIR-2,
- Intimation in Form DIR-8,
- Declaration of independence under Section 149(6) of the Companies Act, 2013,
- Disclosure of interest in Form MBP-1.

The Board is of the opinion that Mr Savio V Simon DIN:10829407 fulfills the criteria specified in the Companies Act, 2013 for appointment as Independent Director.

Brief Profile – Mr. Savio Vadukkoot Simon (DIN: 10829407)

Mr. Savio Vadukkoot Simon is a qualified Company Secretary with over 7 years of diverse experience in corporate governance, compliance management, and secretarial practices. His professional exposure spans both employment and independent practice, covering a wide range of corporate and regulatory functions.

He has worked with reputed organizations, including the Manappuram Group, where he gained extensive experience in handling corporate law matters and board-level governance. He has also practiced as a Company Secretary, advising companies on statutory compliance, legal documentation, and regulatory reporting.

Currently, he is associated with ICL Fincorp Ltd., where he manages secretarial functions and compliance oversight in line with the requirements of the Companies Act, 2013, RBI compliances, and other applicable corporate laws.

Mr. Savio brings with him strong expertise in corporate governance, board advisory, statutory filings, compliance audits, drafting and vetting of legal documents, and liaison with regulatory authorities.

With his well-rounded professional background, he is well-positioned to contribute effectively as an Independent Director, providing guidance on governance, compliance, and strategic matters.

Other details of Mr. Savio Vadukkoot Simon is provided in annexure to the Notice pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolutions as set out in Items no. 9 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company.

Item No.10: To appoint Ms. Varsha Varghese (DIN:10904079) as an Independent Director of the Company.

Ms. Varsha Varghese (DIN:10904079) was appointed by the Board of Directors as an Additional Director (Independent Category) with effect from 11.01.2025. In terms of Section 161 of the Companies Act, 2013, he/she holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his/her candidature for the office of Director. The Company has also received from him/her:

- Consent to act as Director in Form DIR-2,
- Intimation in Form DIR-8,
- Declaration of independence under Section 149(6) of the Companies Act, 2013,
- Disclosure of interest in Form MBP-1.

The Board is of the opinion that Ms. Varsha Varghese (DIN:10904079) fulfills the criteria specified in the Companies Act, 2013 for appointment as Independent Director.

Brief Profile – Dr. Varsha Varghese (DIN: 10904079)

Dr. Varsha Varghese is a qualified Medical Doctor (MBBS) with experience as a General Practitioner and in critical care management. She is currently serving as Chief Medical Officer in Thrissur/Ernakulam.

She began her medical career as a Junior Resident Doctor in the Department of Pulmonology at PK Das Medical College, Palakkad, and also completed her CRRI internship there. She has hands-on experience in emergency medicine, ICU care, minor surgical procedures, and patient management under NABH protocols.

Dr. Varsha Varghese has demonstrated strong skills in clinical diagnosis, treatment planning, emergency response, ethical decision-making, and empathic communication. She prioritises patient safety, early diagnosis, and effective treatment strategies with minimal dependency on pain medication.

She holds an MBBS degree from PK Das Institute of Medical Sciences, Kerala (2021) and has consistently contributed to healthcare delivery with dedication and professionalism.

Other details of Dr. Varsha Varghese is provided in annexure to the Notice pursuant to the Secretarial Standard on General

Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolutions as set out in Items no.10 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company.

Item No. 11. Invitation for Nomination of Directors under Section 160 of the Companies Act, 2013

The provisions of Section 160 of the Companies Act, 2013, enable any member of a company, or an individual, to propose the appointment of a person (other than a retiring director) as a director of the company by submitting a notice in writing to the company along with a deposit of ₹1,00,000 (Rupees One Lakh only). This is intended to discourage non-serious applications for directorship and ensure only genuine candidates are proposed.

The said notice must be signed by the member proposing the candidate (or by the candidate themselves if self-nominating) and should be submitted to the company at least 14 days before the date of the Annual General Meeting. The deposit amount shall be refunded if the candidate is elected as a director or receives not less than 25% of the total valid votes cast, whether on a show of hands or electronically.

The Company is proposing to invite such nominations to ensure transparency, uphold shareholder rights, and promote inclusive participation in the governance of the Company. This also provides an opportunity to bring in qualified and diverse candidates who may contribute positively to the Company’s Board.

Accordingly, the resolution is being placed before the members for approval. A detailed procedure for nomination, along with requirements for submission, is provided in the notes to the Notice of the AGM.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution, except to the extent of any nomination submitted by or on behalf of any of them.

Item No. 12. Approval under Section 180(1)(a) of the Companies Act, 2013

The Company, in the course of its business, may be required to create security in favour of lenders, banks, financial institutions, or debenture trustees, for securing the borrowings made by the Company from time to time. This may involve leasing, mortgaging, hypothecating, or otherwise disposing of the Company’s movable and immovable properties, constituting the whole or substantially the whole of the undertaking of the Company.

As per Section 180(1)(a) of the Companies Act, 2013, such powers can be exercised by the Board only with the consent of the members by way of a special resolution.

Accordingly, approval of the members is being sought to authorize the Board to create charge/mortgage/lease/security interest over the properties and assets of the Company, within the borrowing limits approved under Section 180(1)(c).

The Board recommends the resolution for approval of the members as a Special Resolution.

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

Annexure to Notice

Details of Directors seeking appointment/re-appointment at the 10th Annual General Meeting

[Pursuant to Secretarial Standard-2 on General Meetings]

Particulars	Mr. Savio Vadukkoot Simon	Dr. Varsha Varghese
DIN	10829407	10904079
Date of Birth / Age	09/12/1991-33 Yrs	09/04/1997 – 28 yrs
Date of first appointment on the Board	06-11-2024	11-01-2025
Qualification(s)	Company Secretary (ACS)	MBBS
Experience / Expertise	Company Secretary with over 7 years' experience in practice and employment, including Manappuram Group. Currently Company Secretary at ICL Fincorp Ltd., handling corporate governance, compliance, and legal matters.	Medical Doctor (MBBS) with experience in clinical diagnosis, emergency medicine, ICU care, and patient management. Currently Chief Medical Officer in Thrissur/Ernakulam.
Terms & conditions of appointment / re-appointment	Appointment as Independent Director for a term of 5 consecutive years commencing from 06.11.2024 to 05.11.2029, not liable to retire by rotation.	Appointment as Independent Director for a term of 5 consecutive years commencing from 11.01.2025 to 10.01.2030, not liable to retire by rotation.
Remuneration last drawn	Nil (apart from sitting fees, if any)	Nil (apart from sitting fees, if any)
Remuneration sought to be paid	Only sitting fees as may be decided by the Board from time to time	Only sitting fees as may be decided by the Board from time to time
Shareholding in the Company	Nil	Nil
Directorships in other Companies	Nil	Nil
Relationship with other Directors, Manager and KMP of the Company	None	None