



**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS  
OF GUJARAT KIDNEY AND SUPER SPECIALITY LIMITED AT ITS MEETING HELD ON  
THURSDAY, 27<sup>TH</sup> FEBRUARY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY  
SITUATED AT PLOT NO1, CITY SARVE NO1537/A, JETALPUR RD GOKAK MILL  
COMPOUND, ALKAPURI, VADODARA, VADODARA, GUJARAT, INDIA, 390020 AT 10:00  
A.M.(IST)**

**RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING**

**WHEREAS**, the Company proposes to undertake an initial public offering of its equity shares of face value of ₹ 2 per equity share (the "**Equity Shares**") and such offering, the "**Issue**"), in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013 along with the rules made thereunder, as amended, ("**Companies Act**") (collectively the "**Applicable Laws**"). The Issue structure will be finalised at the absolute discretion of the board of directors of the Company (the "**Board**" or "**Board of Directors**"), which reference shall include any duly constituted committee thereof, including the IPO Committee), and shall include an issue of Equity Shares ("**Issue**") and list the Equity Shares on one or more recognised stock exchanges in India. The Company intends to undertake the Issue and list its Equity Shares at an opportune time in consultation with the book running lead manager appointed for the Issue (the "**BRLM**") and other advisors appointed for the Issue and subject to applicable regulatory and other approvals, to the extent necessary. The Issue may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under the applicable laws or to provide a discount to the issue price to retail individual bidders or eligible employees or any other class of investors, as permitted under applicable law. Unless otherwise mentioned, the Issue includes the reservation as may be, decided by the Board or any committee constituted by the Board.

In connection with the Issue, the Company is required, *inter alia*, to prepare various documents and execute various agreements, including, without limitation, engagement letters, memoranda of understanding, agreements or documents, the listing agreements with the respective stock exchanges where the Equity Shares are proposed to be listed ("**Stock Exchanges**"), the registrars agreement, the depositories' agreements, the Issue agreement among the Company, the BRLM, the underwriting agreement, the advertisement agency agreement, the syndicate agreement, the monitoring agency agreement, the cash escrow and sponsor bank agreement and the share escrow agreement, each as applicable. Accordingly, it is proposed to authorise the Board and certain officers of the Company to negotiate, finalise and execute such documents and agreements as may be required and to do all such things, deeds and acts in this regard for and on behalf of the Company.

**Gujarat Kidney And Superspeciality Limited**

Formerly known as Gujarat Kidney And Superspeciality Private Limited / Previously known as Vihaan Medicare Private Limited  
CIN : U85300GJ2019PLC111559

Reg. Office : Plot No.1, City Survey No 1537/A, Gokak Mill Compound, Jetalpur Road, Alkapuri,  
Vadodara - 390020, Gujarat, India. E-mail : gujaratkidneyhospital1@gmail.com / www.gujaratsuperspecialityhospital.com

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After a detailed discussion, the following resolution was proposed and passed unanimously:

**NOW, THEREFORE, BE IT**

**"RESOLVED THAT** subject to the approval of the shareholders of Gujarat Kidney and Super Speciality Limited (the **"Company"**) with or without modification in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the provisions of Section 23, Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (**"Companies Act"**), the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder as amended (**"SCRA"**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), other applicable regulations and guidelines issued by the Securities and Exchange Board of India (**"SEBI"**), listing agreements to be entered into with the recognised Indian stock exchanges where the equity shares of the Company are proposed to be listed (the **"Stock Exchanges"**), the Foreign Exchange Management Act, 1999 (**"FEMA"**), and any other applicable laws, regulations, guidelines, policies, notifications, circulars or clarifications issued from time to time by the Government of India (**"GoI"**), Department for Promotion of Industry and Internal Trade, Government of India, the Reserve Bank of India (**"RBI"**), the Registrar of Companies, Gujarat at Ahmedabad (**"Registrar of Companies"**), the Department of Economic Affairs, Ministry of Finance, Government of India (**"DEA"**) and the Stock Exchanges, including any foreign investment law, policy or guideline in India (collectively the **"Applicable Laws"**) and the enabling provisions of the memorandum of association of the Company and the articles of association of the Company, and subject to the approvals, consents, permissions and sanctions as may be required from the GoI, relevant state government, statutory, supervisory and/or regulatory authorities, including SEBI, RBI, the Registrar of Companies, DEA and the Stock Exchanges, and such other consents, waivers, approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such consents, waivers, approvals, permissions and sanctions, the consent, approval, authority and sanction of the board of directors of the Company (the **"Board"** or **"Board of Directors"**), be and is hereby granted to create, issue, offer and allot equity shares of face value of ₹ 2 of the Company (the **"Equity Shares"**) up to 2.20 crore Equity Shares by the Company (the **"Issue"**), provided that such number of additional Equity Shares to the extent of up to 1% of the issue size or such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off the nearest integer while finalising the basis of allotment, in terms of the SEBI ICDR Regulations at a price to be determined in consultation with the BRLM, by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the BRLM in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, super corporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, state industrial

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development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high networth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in Equity Shares as per Applicable Law (collectively referred to as the "Investors"), through an Issue document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters, placement agents and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board.

**RESOLVED FURTHER THAT**, the Equity Shares so allotted or transferred in the Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid-up Equity Shares of the Company, including voting rights and rights in respect of dividend, from the date of allotment.

**RESOLVED FURTHER THAT**, the Equity Shares allotted/ transferred through the Issue be listed at one or more recognised stock exchanges in India.

**RESOLVED FURTHER THAT** subject to the approval of the shareholders of the Company, the Board be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, including but without limitation, the following:

- (i) , for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Issue, including the pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued, offered and transferred in the Issue, the bid / Issue opening and bid/ Issue closing date, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- (ii) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Issue;
- (iii) giving or authorising any concerned person on behalf of the Company to give such representations, affidavits, certificates, consents and authorities as may be required from time to time.

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- (iv) to open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (v) appointing the BRLM in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (vi) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements including, without limitation, customers, suppliers, strategic partners of the Company, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI and/or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- (vii) deciding in consultation with the BRLM the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, in accordance with Applicable Laws;
- (viii) approving the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Issue as finalised in consultation with the BRLM, in accordance with Applicable Laws;
- (ix) withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLM;
- (x) settling any questions, difficulties or doubts that may arise in relation to the Issue, in consultation with the BRLM if the need so arises;
- (xi) approving suitable policies on insider trading, whistle blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- (xii) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- (xiii) appointing, in consultation with the BRLM, the registrar, advertisement agency, monitoring agency and other intermediaries to the Issue, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries or agencies including the payments of commissions, brokerages, etc. and to terminate any agreement or arrangements with such intermediaries/ agents;

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- (xiv) finalising and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
- (xv) authorising of the maintenance of a register of holders of the Equity Shares;
- (xvi) finalising of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
- (xvii) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- (xviii) accepting and appropriating of the proceeds of the Issue in accordance with Applicable Laws; and
- (xix) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations, and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue.

**RESOLVED FURTHER THAT** subject to the approval of the members of the Company, the Board, either by itself or through a duly authorised committee constituted by it, is entitled to negotiate, finalise and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Issue, for appointment of BRLM and in consultation with the BRLM for appointment of the intermediaries, underwriters, escrow agents, registrar, banker(s) to the Issue, legal counsels, depository(ies), monitoring agency, advertising agency, and all such persons or agencies as may be involved in or concerned with the Issue and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Issue, and to terminate any agreements or arrangements with such intermediaries, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the offering, issue, allotment and utilisation of the Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorised by the Board, on behalf of the Company, be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof.

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RESOLVED FURTHER THAT, Mr. Pragnesh Bharpoda, Managing Director and Mrs. Niki Tiwari Company Secretary be and are hereby authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad .

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

//CERTIFIED TRUE COPY//

For, GUJARAT KIDNEY AND SUPER SPECIALITY LIMITED

*N. P. Tiwari*

NIKI PARESH TIWARI  
COMPANY SECRETARY  
(MEMBERSHIP NO.45550)



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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF GUJARAT KIDNEY AND SUPER SPECIALITY LIMITED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO1, CITY SARVE NO1537/A, JETALPUR RD GOKAK MILL COMPOUND, ALKAPURI, VADODARA, GUJARAT, INDIA, 390020, ON FRIDAY, 28<sup>TH</sup> FEBRUARY, 2025 AT 10:00 A.M.**

|                       |   |
|-----------------------|---|
| TYPE OF MEETING       | EXTRA ORDINARY GENERAL MEETING                        |
| TYPE OF RESOLUTION    | SPECIAL RESOLUTION                                    |
| CONTENT OF RESOLUTION | RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING |

#### **RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING**

**"RESOLVED THAT** in accordance with the provisions of Section 23, 62(1)(c) and any other applicable provisions of the of the Companies Act, 2013, along with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the **"Companies Act**, the Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, as amended (**"SCRA"**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**"SEBI Listing Regulations"**), other applicable regulations and guidelines issued by the Securities and Exchange Board of India (**"SEBI"**), other applicable laws, regulations, guidelines, policies, notifications, circulars or clarifications issued from time to time by the Government of India (**"Gol"**), the Reserve Bank of India (**"RBI"**), the Registrar of Companies, Gujarat at Ahmedabad (**"Registrar of Companies"**), the Department of Economic Affairs, Ministry of Finance, Government of India (**"DEA"**) and the relevant stock exchanges where the equity shares of the Company of face value ₹2 each (the **"Equity Shares"**) are proposed to be listed (the **"Stock Exchanges"**) the Foreign Exchange Management Act, 1999 (**"FEMA"**), and any(collectively the **"Applicable Laws"**), and the enabling provisions of the Memorandum of Association of the Company and the Articles of Association of the Company, and subject to the approval, consents, permissions and sanctions as may be required from the Gol, relevant state government, statutory, supervisory and/or regulatory authorities, including the SEBI, RBI, the Registrar of Companies, DEA and the Stock Exchanges, and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval, authority and sanction of the

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members be and is hereby granted to create, issue, offer and allot Equity Shares up to 2.2 crore Equity Shares by the Company (the "Issue"), provided that

such number of additional Equity Shares to the extent of up to 1% of the Issue size or such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off the nearest integer while finalising the basis of allotment, which shall include, without limitation, reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, of up to a certain number of Equity Shares at a price to be determined in consultation with the book running lead manager appointed in relation to the Issue (the "BRLM"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the BRLM in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in Equity Shares as per Applicable Law (collectively referred to as the "Investors"), through an Issue document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters, placement agents and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board.

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**RESOLVED FURTHER THAT**, the Equity Shares so allotted in the Issue shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing fully paid-up Equity Shares of the Company including voting rights and rights in respect of dividend from the date of allotment.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board is hereby authorised to allot Equity Shares and finalise other matters in connection with or incidental to the Issue, including determining any anchor investor ("Anchor Investor") portion and allocate such number of Equity Shares to the Anchor Investor in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT**, the Equity Shares allotted/ transferred through the Issue be listed at one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** the Board and any other committee thereof, be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Issue, including but without limitation, to the following:

- (i) constituting a committee, or empowering the existing IPO Committee, for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Issue, including the pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued, offered and transferred in the Issue, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- (ii) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Issue;

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- (iii) giving or authorising any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iv) to open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (v) appointing the BRLM in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (vi) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI and/or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- (vii) deciding in consultation with the BRLM the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, in accordance with Applicable Laws;
- (viii) approving the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof, as may be considered desirable or expedient) in relation to the Issue as finalised in consultation with the BRLM, in accordance with Applicable Laws;
- (ix) withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLM;
- (x) settling in questions, difficulties or doubts that may arise in relation to the Issue;
- (xi) approving suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

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- (xii) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- (xiii) appointing, in consultation with the BRLM, the registrar, advertisement agency, monitoring agency and other intermediaries to the Issue, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries / agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;
- (xiv) finalising of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
- (xv) authorising of the maintenance of a register of holders of the Equity Shares;
- (xvi) finalising of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
- (xvii) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- (xviii) accepting and appropriating of the proceeds of the Issue in accordance with Applicable Laws; and
- (xix) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue.

**RESOLVED FURTHER THAT** the Board, either by itself or through a duly authorised committee constituted by it, is entitled to negotiate, finalise and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Issue, for appointment of BRLM and in consultation with the BRLM for appointment of the intermediaries, underwriters, escrow agents, registrar, banker(s) to the Issue, legal counsels, depository(ies), monitoring agency, advertising agency, and all such persons or

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agencies as may be involved in or concerned with the Issue and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Issue, and to terminate any agreements or arrangements with such intermediaries.

**RESOLVED FURTHER THAT,** Mr. Pragnesh Bharpoda be and are hereby authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad ."

<<< Certified To Be True >>>

For, GUJARAT KIDNEY AND SUPER SPECIALITY LIMITED

*N. P. Tiwari*

**NIKI TIWARI  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
MEMBERSHIP NO.45550**



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,**

**ITEM NO. 1**

**1. RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING**

The Company proposes to create, offer, issue and allot equity shares of the Company of face value of ₹ 2 each (the "Equity Shares") up to 2.20 Crore equity shares, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares.

The proposed offering ("Issue") of the Equity Shares by the Company.

Material information pertaining to the Issue is as follows:

**(i) Issue Price:**

The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

**(ii) The object(s) of the Issue:**

The proceeds of the Issue are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Issue, including for general corporate purposes. The Board has the authority to modify the above objects on the basis of the requirements of the Company, subject to applicable law.

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(iii) *Intention of Directors/Key managerial personnel to subscribe to the Issue.*

The Company has not made and will not make an offer of Equity Shares to any directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations.

(iv) *Whether a change in control is intended or expected.*

No change in control is intended or expected as a result of the Issue.

(v) *Allotment*

The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable law.

(vi) *Pre-Issue and post-Issue shareholding pattern*

The pre-Issue and post-Issue shareholding pattern (to the extent applicable) shall be as disclosed in the issue documents filed in connection with the Issue.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed

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resolution to the extent of their shareholding in the Company and to the extent shares may be subscribed for and allotted in their names.

<<< Certified To Be True >>>

For, GUJARAT KIDNEY AND SUPER SPECIALITY LIMITED

*N. P. Tiwari*

NIKI TIWARI

COMPANY SECRETARY AND COMPLIANCE OFFICER

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