



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF  
AUDIT COMMITTEE OF GUJARAT KIDNEY AND SUPERSPECIALITY LIMITED  
HELD ON SATURDAY, 15<sup>TH</sup> MARCH, 2025 AT 09:00 AM (IST) AT THE REGISTERED  
OFFICE OF THE COMPANY SITUATED AT PLOT NO.1 SURVEY NO 1537/A, GORAK  
MILL ROAD, JETALPUR ROAD, ALKAPURI, VADODARA, GUJARAT 390020, INDIA.**

The Chairman of the Committee noted that in light of the proposed initial public offering and listing of the Company's Equity Shares on the Stock Exchanges through the Issue, it is advisable to lay down various policies and codes to remain in compliance with the SEBI Listing Regulations, and the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended ("SEBI Insider Trading Regulations").

The Chairman of the committee further noted that it would also be required to adopt a code for prohibition of insider trading and a code of practices and procedures for fair disclosure of unpublished price sensitive information in terms of the Insider Trading Regulations and nomination and remuneration policy in terms of Section 178 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, each as amended and all other applicable acts, rules, regulations, provisions and guidelines, circulars (including any statutory modifications or re-enactments thereof for the time being in force) (the "Companies Act").

After a detailed discussion by committee, the following proposed to Board of Directors to pass unanimously:

**"RESOLVED THAT** the draft of the following plans and policies, provided to the Board, containing the requisite information, as required under applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the SEBI Insider Trading Regulations be and is hereby approved:

- A. Corporate social responsibility policy
- B. Vigil mechanism policy / Whistle-blower policy
- C. Nomination and remuneration policy

### **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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- D. Code of practices and procedures for fair disclosure of unpublished price sensitive information as per SEBI Insider Trading Regulations and policy for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information under the SEBI Insider Trading Regulations
- E. Code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with SEBI Insider Trading Regulations
- F. Code of conduct for all members of the Board and senior management
- G. Plan for orderly succession for appointment of directors and senior management
- H. Familiarization program for independent directors
- I. Policy on the diversity of board of directors to be formulated by the nomination and remuneration committee
- J. Policy for archival of website disclosures and preservation of documents
- K. Policy for the determination of material events and information
- L. Policy on materiality of related party transactions
- M. Policy for determining 'material' subsidiaries
- N. Policy on sexual harassment
- O. Policy on related party transactions
- P. Policy for the evaluation of the performance of the Board of Directors
- Q. Risk assessment and management plan/policy
- R. Policy on preservation of documents / document retention
- S. Policy for intimating the board about risk assessment and minimisation procedures; and
- T. Policy on distribution of dividend.

**RESOLVED FURTHER THAT** a declaration from the Board members and all the senior management personnel, stating adherence to the code of conduct for the Board and the senior management shall be obtained annually.

**RESOLVED FURTHER THAT** the Audit Committee of the Board of Directors of the Company be and is hereby authorised (i) to oversee the vigil mechanism and whistle blower policy and to whom the directors and employee shall report in case of any concern; and (ii) to make necessary changes to the policy on materiality of related party transactions and on dealing with related party transactions and guidelines as may be required, from time to time as it may deem fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorised to oversee the policy framework to promote diversity on Company's Board.

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**RESOLVED FURTHER THAT** Mrs. Niki Tiwari, Company Secretary of the Company be and is hereby authorised to upload the relevant policies on the website of the Company and to communicate the same among the Directors and employees of the Company in accordance with the SEBI listing Regulations.

**RESOLVED FURTHER THAT** Mr. Pragnesh Bharpoda, Managing Director and Mrs. Niki Tiwari Company Secretary of the company, be and hereby authorised to formalise these plans and policies on behalf of the Company and to further sign, execute, deliver and complete all documentation on behalf of the Company in relation to the aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Pragnesh Bharpoda, Managing Director and Mrs. Niki Tiwari Company Secretary of the company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.

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

**For GUJARAT KIDNEY AND SUPERSPECIALITY LIMITED**

**Mr. Jagdish Thakkar**

**Chairman**

**DIN: 00789349**



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