



# SANGANI HOSPITALS LIMITED

**CIN:** U85300GJ2021PLC127189

**Registered Office:** Sainath Society, Opp. S.T., Keshod – 362220, Junagadh

E-Mail: info@sanganihospitals.com | Phone No. +91 2871 235900

Date: September 2, 2025

To,  
The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra – East  
Mumbai- 400051.

**Sub.: Intimation of Notice of Fourth Annual General Meeting of Sangani Hospitals Limited**  
**Ref.: Sangani Hospitals Limited, NSE Symbol: SANGANI**

Dear Sir,

We wish to inform the Exchange that the Fourth Annual General Meeting (AGM) of Sangani Hospitals Limited will be held on Saturday, September 27, 2025 at 1.30 p.m. at the Registered Office of the Company at Sainath Society, Opp. S. T., KSD T, Village - Keshod, Junagadh Gujarat 362220.

The copy of Notice of 4<sup>th</sup> Annual General Meeting of the Company is enclosed herewith.

Your good office is requested to take note of the same and acknowledge us.

Thanking you.

Yours Faithfully,  
**For Sangani Hospitals Limited**

**Ajay Sangani**  
**Managing Director**  
**(DIN: 06718085)**



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## NOTICE

Notice is hereby given that the Fourth Annual General Meeting of the members of Sangani Hospitals Limited will be held on Saturday, September 27, 2025 at 1.30 p.m. at Registered office of the Company at the Registered Office of the Company at Sainath Society, Opp. S. T., KSD T, Village - Keshod, Taluka - Keshod, Junagadh - 362220. Gujarat, India to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Consolidated and standalone Audited Financial Statements for the financial year ended March 31, 2025 and the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Kamalkumar Sangani (DIN- 08175027) who retires by rotation, and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. To appoint M/s. R G G R & Associates as the Statutory Auditors of the Company to fill casual vacancy.

*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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or reenactment thereof, and based on the recommendation of Audit Committee, consent of the Members of the Company be and is hereby accorded to appoint M/s. R G G R & Associates LLP, Chartered Accountants (Firm Registration No. W100854) as Statutory Auditors of the Company to fill the casual vacancy the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

4. **To appoint Ms. Gopiben Kamalkumar Sangani as Director of the Company, liable to retire by rotation.**

*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 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Article 113 of the Articles of Association of the Company, Ms. Gopiben Kamalkumar Sangani (DIN : 11258421), who was appointed as an Additional Director of the Company with effect from September 2, 2025 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies



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Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

## 5. To alter the Object Clause of the Memorandum of Association of the Company.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting alterations in the existing Object Clause of the Memorandum of Association (“the MOA”) of the Company in the following manner:

**Clause III (A) of the MOA be altered by inserting the sub-clause 8 after existing sub clause 7 as under:**

8. To carry on in India or elsewhere the business of purchasing, selling, importing, exporting, stocking, supplying, trading, and dealing, whether as wholesalers, retailers, distributors, or agents, in all kinds of pharmaceutical, medicinal, biological, herbal, ayurvedic, homeopathic, veterinary, and healthcare products, formulations, drugs, medicines, vaccines, serums, diagnostic kits, nutraceuticals, dietary supplements, and allied preparations, whether synthetic or natural, for human or veterinary use; and to establish, acquire, operate, or manage pharmacies, drug stores, medical shops, and all such establishments related to the trade of pharmaceutical and healthcare products.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company.”

## 6. To appoint M/s. K.P. Ghelani & Associates, Company Secretaries as Secretarial Auditors of the Company to hold office for a period of 5 (five) financial years.



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*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 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint M/s. K. P. Ghelani & Associates, Peer Reviewed Company Secretary in Practice, holding Membership No. 33400 and Certificate of Practice No. 12468, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, to conduct the secretarial audit of the Company as prescribed under the Act and the rules made thereunder.

**RESOLVED FURTHER THAT** the Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

By Order of the Board of Directors  
**For SANGANI HOSPITALS LIMITED**

Sd/-  
Rajeshkumar Sangani  
Chairman  
DIN: 09394928

Place: Keshod

Date: September 2, 2025

## NOTES:

(a) The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.

(b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members, not exceeding fifty and in the aggregate not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy forms should be lodged with the Company at its Registered Office at least 48 hours before commencement of the meeting.

(c) With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. Your Company is listed on the SME platform of NSE. Therefore, Company is not providing an e-voting facility to its shareholders.



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(d) Members are requested to intimate all changes pertaining to their bank details, ECS mandates Nominations, Power of Attorney, Change of Address/name etc. to their Depository Participant only and not to the Company or Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrar & Transfer Agent to provide efficient service to the members.

(e) Relevant documents and registers will be available for inspection by the members at the Registered Office of the Company on the date of AGM.

(f) As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or /transposition of shares. Members holding shares in dematerialized mode are requested to submit PAN details to their Depository Participant whereas Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar & Transfer Agent.

(g) Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar & Transfer Agents of the Company, in the prescribed Form SH 13 for this purpose.

(h) The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.

(i) Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.

(j) In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.

(k) The Board of Directors has appointed M/s. K P Ghelani & Associates, Company Secretary in Practice (CP No.: 12468) as Scrutinizer for conducting the voting process in a fair and transparent manner.

(l) Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. Physical copy of notice will be sent after receiving request from the members in writing to the Company on email id – [cs@sanganihospitals.com](mailto:cs@sanganihospitals.com). Members may note that this Notice will also be available on the Company's website i.e. [www.sanganihospitals.com](http://www.sanganihospitals.com)

(m) The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.



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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:**

### **ITEM NO. 2**

Details of the directors seeking appointment/ re-appointment, pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2.

Particulars	Retire by rotation
Name of the Director	Kamalkumar Sangani
Designation	Whole Time Director
Director Identification Number (DIN)	08175027
Date of Birth	December 03, 1982
Nationality	Indian
Date of Appointment on Board	April 06, 2023
Qualification	Bachelor's degree in Computer Application and Diploma in Pharmacy from Saurashtra University
Shareholding in the Company	33,11,663 Equity Shares
Experience	He has been associated with our company since incorporation. He had a proprietorship firm since 2010 which was engaged in the business of pharmacy. He manages the pharmacy and laboratory department of both the hospitals.
List of Directorship in other companies	Nil
Relationship between Directors interse	Brother of Mr. Ajaykumar Sangani and Mr. Rajeshkumar Sangani.
Terms and conditions of re-appointment	Liable to retire by rotation

### **ITEM NO.: 3**

M/s. Kumbhat & Company, Chartered Accountants, was appointed by the members in the 1<sup>st</sup> Annual general meeting to hold office and audit the financials of the company from FY 2021-22 to 2025-26. M/s. Kumbhat & Company LLP has communicated to the Company, due to pre-occupation in other assignments and geographical disadvantages, the Statutory auditors cannot continue audit from FY 2025-26. The company therefore resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on September 2, 2025, has proposed the appointment of M/s. R G G R and Associates LLP, Chartered Accountants (Firm Registration No. W100854), as the Statutory Auditors of the Company to fill the said casual vacancy, who have conveyed their willingness to act as Statutory Auditors of the Company along with confirmation of their eligibility under Section 141 of the Companies Act, 2013.

In accordance with the provisions of Section 139(8) of the Companies Act, 2013, any appointment made to fill a casual vacancy in the office of Statutory Auditors shall hold office until the conclusion of the next Annual General Meeting.



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Accordingly, the approval of the Members is being sought for the appointment of M/s. R G G R and Associates LLP, Chartered Accountants (Firm Registration No. W100854), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors in consultation with the Auditors.

The Board of Directors recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

Further disclosure required under regulation 36(5) of SEBI (LODR) Regulations, 2015 are as follows:

Sr. No	Particulars	Details
1	Proposed fees payable to the Statutory auditor	The fees of the Statutory auditor shall be as fixed by the Board of Directors of the Company in consultation with them
2	Terms of appointment	The auditor shall hold the office till the conclusion of next Annual General meeting of the Company
3	Brief Profile	The firm provides a comprehensive range of professional services including Statutory Audit, Tax Audit, and Internal Audit, ensuring compliance with statutory requirements and strengthening internal controls. Its expertise extends to direct taxation services such as preparation of computation of income, filing of Income Tax Returns for corporate and non-corporate clients, representation before tax authorities in assessments, appeals, revisions, and reviews, as well as tax planning, E-TDS return filing, Wealth Tax return filing, Transfer Pricing reports, MAT/AMT certifications, and ICDS compliances. The firm also specializes in international taxation services, covering income tax return filing for domestic and overseas clients, investment planning, and certification for remittance of funds in or outside India in line with Income Tax and FEMA regulations. The Designated Partners possess over 12 years of specialized experience in Audit, Corporate Taxation, and Tax Planning, with diverse exposure to large and mid-sized enterprises, while the professional team comprises five dynamic individuals with consolidated experience of more than 25 years, offering expertise across corporate and legal advisory services, resource mobilization, due diligence, and management consulting.





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3	In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;	The fixed remuneration for the Statutory Audit & other related services, for the year 2025-26 is fixed at INR 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and other out-of-pocket costs incurred in connection with the audit and there will be no material change in remuneration. The proposed fees are determined based on the scope of work, team size, industry experience, time and expertise.
4	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	<p>The Audit Committee and the Board of Directors of the Company have recommended for the appointment of M/s. R G G R and Associates LLP, Chartered Accountants as the statutory auditors subject to the approval of the members at the annual general meeting of the Company for the period of 1 (One) year for FY 2025-26 as M/s. R G G R and Associates LLP, is a reputed peer reviewed seasoned and experienced firm that reflects the needs of today and that matches aspirations for the company business by rendering professional services as per the provisions of Companies act, 2013 and SEBI (LODR) Regulations and other applicable provisions.</p> <p>M/s. R G G R and Associates LLP have assembled a team with the right mix of skills and expertise to align seamlessly with its business objectives. This team brings deep experience and a strong understanding of the unique challenges faced by fast-growing, entrepreneurial companies.</p>

## ITEM No. 4:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Gopiben Kamalkumar Sangani (DIN: 11258421) as an Additional Director of the Company with effect from September 2, 2025, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company.

Ms. Gopiben Kamalkumar Sangani is also serving the Company in the capacity of Laboratory Manager & Technician. In terms of the provisions of Section 161 of the Companies Act, 2013, she holds office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Gopiben Kamalkumar Sangani for appointment as a Director of the Company, liable to retire by rotation.





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The Board considers that the appointment of Ms. Gopiben Kamalkumar Sangani would be in the best interests of the Company and accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Ms. Gopiben Kamalkumar Sangani and her relatives, are concerned or interested, financially or otherwise, in the resolution.

Additional information on director recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards:

**a) Brief Profile:**

Ms. Gopiben Kamalkumar Sangani holds a Diploma in Medical Laboratory Technology (DMLT), which she completed in 2009. She has over 16 years of rich experience in the field of medical diagnostics and laboratory management.

Throughout her career, she has been actively engaged in handling clinical laboratory operations, diagnostic testing, and ensuring compliance with quality standards. With her expertise, she has contributed significantly to maintaining accuracy, reliability, and efficiency in laboratory services.

Presently, Ms. Sangani is associated with the Company as Laboratory Manager & Technician, overseeing both technical and administrative aspects of laboratory functions. Her dedication, professional knowledge, and hands-on approach have been instrumental in supporting the hospital's diagnostic services and patient care.

**b) Age:** 38 Years

**c) Disclosure of inter-se relationships between directors and KMP:** She is wife of Mr. Kamalkumar Sangani, Whole Time Director of the Company.

**d) Listed entities (other than the Sangani Hospitals Limited) in which Ms. Gopiben Kamalkumar Sangani holds directorship and committee membership:** NIL

**e) Listed entities from which Ms. Gopiben Kamalkumar Sangani has resigned in the past three years:** NIL

**f) Other details of Director seeking appointment at the forthcoming Annual General Meeting Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:**

Name of Director	Ms. Gopiben Kamalkumar Sangani
DIN	11258421
Date of Birth	September 28, 1987
Details of remuneration sought to be paid	Rs. 2,00,000/-p.m.
Date of first appointment on the Board	September 2, 2025
Shareholding in the Company	10,000 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel	She is wife of Mr. Kamalkumar Sangani, Whole Time Director of the Company.
The number of Meetings of the Board attended during FY 2024-25	NIL



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## **ITEM No. 5:**

The existing Main Object Clause of the Memorandum of Association of the Company does not specifically cover activities relating to the pharmacy business. In order to enable the Company to expand its business operations and undertake trading, stocking, distribution and dealing in medicines, drugs, surgical items and other pharmaceutical products, whether on wholesale or retail basis, it is proposed to amend the Main Object Clause of the Memorandum of Association of the Company by inserting an additional object relating to pharmacy business.

The Board of Directors of the Company at its meeting held on September 2, 2025 has approved the proposal for alteration of the Object Clause of the Memorandum of Association by adding proposed object clause in existing object clause, subject to the approval of the Members of the Company.

A copy of the proposed draft Memorandum of Association reflecting the changes is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting.

The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of the Members.

## **ITEM NO. 6:**

In terms of provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), the Board of Directors of the Company had appointed M/s. K.P. Ghelani & Associates, Practicing Company Secretary, as Secretarial Auditor of the Company for the financial year ended 31st March, 2025. Secretarial Audit Report issued by the Secretarial Auditor is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

Securities and Exchange Board of India ("SEBI") vide its notification dated 12th December, 2024, amended the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditor on the basis of recommendation of the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

M/s. K.P. Ghelani & Associates, Company Secretaries, is a sole proprietorship firm of Company Secretaries, registered with the Institute of Company Secretaries of India (ICSI). The firm is led by Mr. Keyur Ghelani, a qualified Company Secretary and the Proprietor, supported by a team of experienced and competent professionals.

The firm has extensive experience in delivering a broad spectrum of professional services including Secretarial Audit and Compliance Assurance, Advisory and Representation Services, Legal and Regulatory Due Diligence, Corporate Governance and Compliance Management. M/s. K.P. Ghelani & Associates is recognized for its commitment to professional integrity, timely execution, and value-driven services to corporates across various sectors.

The Board of Directors, on the recommendation of the Audit Committee, has proposed the appointment of M/s. K.P. Ghelani & Associates, Company Secretary in, holding Membership No. 33400 and Certificate of Practice No.12468, as the Secretarial Auditor of the Company for a term



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of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, to conduct the secretarial audit of the Company as prescribed under the Act and the rules made thereunder.

Mr. Keyur Ghelani, proposed Secretarial Auditor has conveyed his eligibility and consent for appointment and confirmed that he is not disqualified from being appointed as Secretarial Auditor under the applicable laws.

The Board of Directors has approved a remuneration as mutually agreed with the Secretarial Auditors for the Financial Year 2025-26 for conducting the Secretarial audit. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such a manner and to such an extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

By Order of the Board of Directors  
**For SANGANI HOSPITALS LIMITED**

**Sd/-**

**Rajeshkumar Sangani**

**Chairman**

DIN: 09394928

Place: Keshod

Date: September 2, 2025



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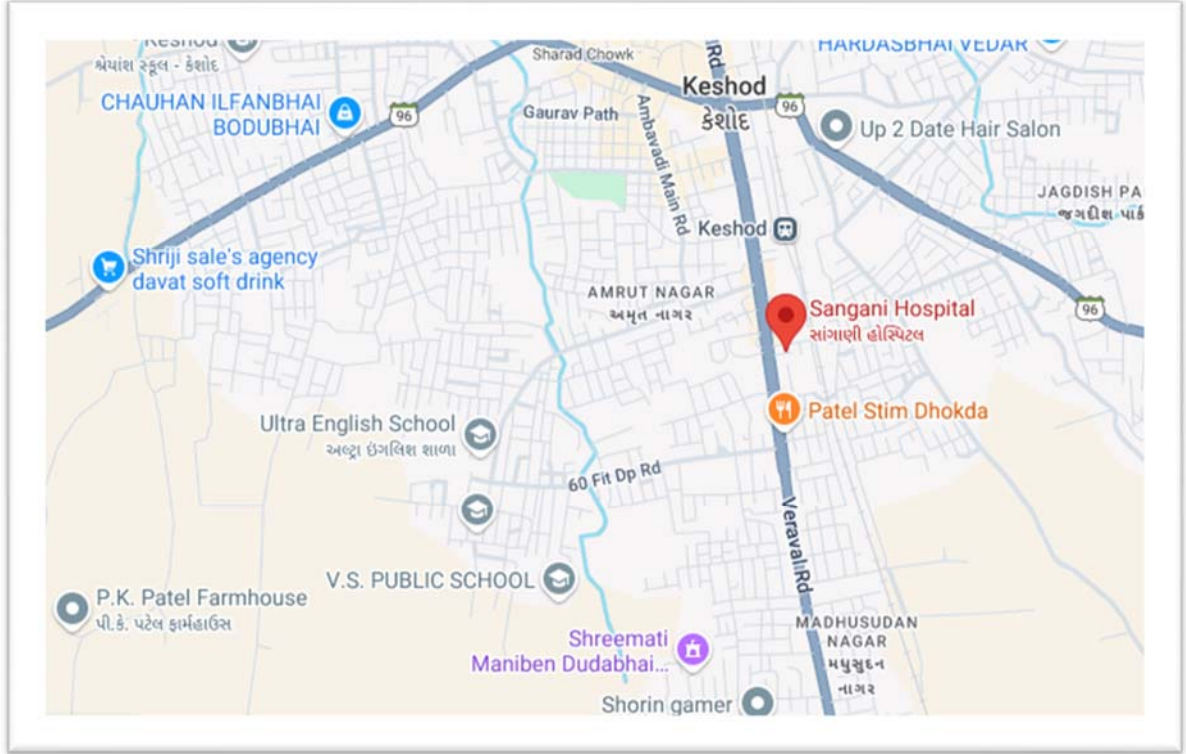
**Registered Office:** Sainath Society, Opp. S.T., Keshod – 362220, Junagadh

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## ROUTE MAP TO THE AGM VENUE



### Venue:

Sangani Hospitals Limited

3<sup>rd</sup> Floor, Sainath Society, Opp. S. T., KSD T,

Village - Keshod, Taluka - Keshod,

Junagadh - 362220. Gujarat, India.